

GREEN MOUNTAIN POWER CORP
Form 4
May 25, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
DUTTON CHRISTOPHER L

2. Issuer Name and Ticker or Trading Symbol
GREEN MOUNTAIN POWER CORP [GMP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
163 ACORN LANE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/23/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

COLCHESTER, VT 05446

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	05/23/2005		M ⁽¹⁾	6,800 A \$ 7.9	18,268.9875	D	
Common Stock	05/23/2005		S ⁽¹⁾	500 D \$ 29.35	17,768.9875	D	
Common Stock	05/23/2005		S ⁽¹⁾	200 D \$ 29.36	17,568.9875	D	
Common Stock	05/23/2005		S ⁽¹⁾	200 D \$ 29.4	17,368.9875	D	
Common Stock	05/23/2005		S ⁽¹⁾	900 D \$ 29.5	16,468.9875	D	

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Common Stock	05/23/2005	S ⁽¹⁾	200	D	\$ 29.51	16,268.9875	D	
Common Stock	05/23/2005	S ⁽¹⁾	200	D	\$ 29.52	16,068.9875	D	
Common Stock	05/23/2005	S ⁽¹⁾	100	D	\$ 29.55	15,968.9875	D	
Common Stock	05/23/2005	S ⁽¹⁾	3,600	D	\$ 29.59	12,368.9875	D	
Common Stock	05/23/2005	S ⁽¹⁾	400	D	\$ 29.6	11,968.9875	D	
Common Stock	05/23/2005	S ⁽¹⁾	100	D	\$ 29.64	11,868.9875	D	
Common Stock	05/23/2005	S ⁽¹⁾	400	D	\$ 29.74	11,468.9875	D	
Common Stock	05/24/2005	M ⁽¹⁾	1,500	A	\$ 7.9	12,968.9875	D	
Common Stock	05/24/2005	S ⁽¹⁾	600	D	\$ 29.45	12,368.9875	D	
Common Stock	05/24/2005	S ⁽¹⁾	500	D	\$ 29.55	11,868.9875	D	
Common Stock	05/24/2005	S ⁽¹⁾	100	D	\$ 29.56	11,768.9875	D	
Common Stock	05/24/2005	S ⁽¹⁾	300	D	\$ 29.61	11,468.9875	D	
Common Stock						5,761.8838 ⁽²⁾	I	By 401(k) plan
Common Stock						59.741 ⁽³⁾	I	By wife for daughter
Common Stock						59.741 ⁽⁴⁾	I	By wife for son

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. De
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				(Instr. 3, 4, and 5)					
			Code	V	(A)	(D)			
Stock Options (Right to buy)	\$ 7.9	05/23/2005						Common Stock	6,800
			M ⁽¹⁾		6,800	(5)	08/22/2010		
Stock Options (Right to buy)	\$ 7.9	05/24/2005						Common Stock	1,500
			M ⁽¹⁾		1,500	(5)	08/22/2010		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DUTTON CHRISTOPHER L 163 ACORN LANE COLCHESTER, VT 05446	X		Chief Executive Officer	

Signatures

Donald J. Rendall, Jr.,
Attorney-In-Fact

05/25/2005

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (2) Includes 94.0428 shares acquired between April 1, 2005 and May 23, 2005 under the GMP 401(k) plan. The information in this report is based on a plan statement as of May 23, 2005.
- (5) The Option is currently exercisable for 53,700 shares.
- (3) These shares are held by the reporting person's wife as custodian for daughter under Uniform Gifts to Minors Act.
- (4) These shares are held by the reporting person's wife as custodian for son under Uniform Gifts to Minors Act.
- (1) The exercise of stock options and the sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 17, 2005.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.