

Larson Kent T  
 Form 3/A  
 October 05, 2011

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2005  
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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Larson Kent T		(Month/Day/Year)	XCEL ENERGY INC [XEL]	
(Last)	(First)	(Middle)	09/19/2011	
414 NICOLLET MALL			4. Relationship of Reporting Person(s) to Issuer	
(Street)			(Check all applicable)	
MINNEAPOLIS, Â MN Â 55401			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below) Senior VP, Operations	
(City)	(State)	(Zip)	5. If Amendment, Date Original Filed(Month/Day/Year)	
			09/22/2011	
1. Title of Security		2. Amount of Securities Beneficially Owned	3. Ownership	4. Nature of Indirect Beneficial Ownership
(Instr. 4)		(Instr. 4)	Form:	(Instr. 5)
			Direct (D)	
			or Indirect (I)	
			(Instr. 5)	
Common Stock <sup>(1)</sup>		10,413	D	Â
Common Stock		2,320.939	I	401(k)

**Table I - Non-Derivative Securities Beneficially Owned**

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security	2. Date Exercisable and Expiration Date	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership
(Instr. 4)	(Month/Day/Year)	(Instr. 4)			(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Phantom Stock	Â (2)	Â (2)	Common Stock	311.061	\$ 0	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Larson Kent T 414 NICOLLET MALL MINNEAPOLIS, MN 55401	Â	Â	Â Senior VP, Operations	Â

## Signatures

Tara M. Heine, Attorney in fact for Kent T. Larson	09/22/2011
<small>**Signature of Reporting Person</small>	<small>Date</small>

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) This Amendment is being filed to electronically submit the Power of Attorney.
- (2) Shares of phantom stock are payable in cash following termination of reporting persons employment.

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.