### Edgar Filing: XCEL ENERGY INC - Form 4

XCEL ENE Form 4	RGY INC							
June 03, 20	14							
FORM					COMPRESION	OMB A OMB	PPROVAL	
	UNITED	STATES SE		TES AND EXCHANGE COMMISSION ngton, D.C. 20549			3235-0287	7
Check t if no lor subject Section Form 4 Form 5 obligati may cor <i>See</i> Inst	nger to 16. or Filed pu ons stinue.	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 20(b) of the Investment Company, Act of 1940						, 5 5
1(b).								
(Print or Type	Responses)							
1. Name and Address of Reporting Person <u>*</u> O'Connor Timothy John			nbol	I Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
		XC	CEL ENERGY	INC [XEL]	(Check all applicable)			
(Last) (First) (Middle) 414 NICOLLET MALL			Date of Earliest T onth/Day/Year) /02/2014	ransaction	Director 10% Owner X_ Officer (give title Other (specify below) below) Senior VP and CNO			
	(Street)		f Amendment, Daed(Month/Day/Year	-	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
MINNEAF	POLIS, MN 5540	1			Form filed by M Person	Iore than One R	eporting	
(City)	(State)	(Zip)	Table I - Non-I	Derivative Securities A	cquired, Disposed of	, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date any (Month/Day/Ye	Code (Instr. 8)	4. Securities nAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	SecuritiesFBeneficially(I)Owned(I)	. Ownership form: Direct D) or Indirect () (nstr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	. ,				
Reminder: Re	port on a separate lin	e for each class o	of securities benef	information cont required to respo	or indirectly. spond to the collec ained in this form a ond unless the forr ntly valid OMB con	are not n	SEC 1474 (9-02)	

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriva
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Securi

number.

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				(Instr.		
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	\$ 0	06/02/2014	А	23.84		(1)	(1)	Common Stock	23.84	\$ 30

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
O'Connor Timothy John 414 NICOLLET MALL MINNEAPOLIS, MN 55401			Senior VP and CNO				
Signatures							
Tara M. Heine, Attorney in Fac O'Connor	t for Tim	othy J.	06/03/2014				

## **Explanation of Responses:**

\*\*Signature of Reporting Person

\* 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).

(1) 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.

Date