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VCEL ENERCY INC

Form 4	KG I INC										
February 19 FORM	ЛЛ	статес	SECIU	DITIES A	ND EVCU		TE CC	OMMISSION	-	PROVAL	
	UNITED	SIAIES			ND EXCH , D.C. 20549		E CC	JMINIISSION	OMB Number:	3235-0287	
Check th if no lon subject t Section Form 4 o Form 5		F CHANGES IN BENEFICIAL OWNERSHIP (SECURITIES Section 16(a) of the Securities Exchange Act of 193						Expires: January 3 Estimated average burden hours per response			
obligatic may con <i>See</i> Instr 1(b).	tinue. Section 17(a) of the P	ublic U	tility Hol		ny A	ct of 1	935 or Section			
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> Hudson David T			21 Issuer Fluine und Fleiter of Fluing					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (N	Middle)	3. Date of Earliest Transaction				(Check all applicable)				
							Director 10% Owner _X Officer (give title Other (specify below) below) President, SPS				
AMARILL	(Street) O, TX 79101			endment, Dannent, Dannent, Dannen, D	ate Original r)		-	5. Individual or Joi Applicable Line) X_ Form filed by O Form filed by Mo	ne Reporting Per	rson	
(City)		(Zip)				•		Person			
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deen (Month/Day/Year) Execution any (Month/D		n Date, if Transactionor Disposed of (D) Code (Instr. 3, 4 and 5)			-	5. Amount of Securities Beneficially Owned Following	6. 7 Ownership I Form: H Direct (D) C or Indirect (7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)		
Common Stock	02/17/2015			А	3,330.302	А	\$0	4,747.966	D		
Common Stock	02/17/2015			F	33.302	D	\$ 35	4,714.664 <u>(1)</u>	D		
Common Stock								590.799 <u>(2)</u>	Ι	401(k)	

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

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number.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pric Deriva Securi (Instr.
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	\$ 0 <u>(3)</u>	02/17/2015		А	2,122	(4)	(4)	Common Stock	2,122	\$
Phantom Stock	\$ 0 <u>(3)</u>	02/18/2015		А	6.394	(5)	(5)	Common Stock	6.394	\$ 35

Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting O when I tunie / I turi ess	Director	10% Owner	Officer	Other			
Hudson David T 600 S. TYLER SPS TOWER AMARILLO, TX 79101			President, SPS				
Signatures							
Tara M Haina Attorney in Fac	et for Day	r bi					

Tara M. Heine, Attorney in Fact for David T. Hudson

**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).

02/19/2015

- (1) A fractional share interest was sold in connection with the vesting of the award. This amount also includes 11.456 shares of stock acquired pursuant to reinvestment of dividends.
- (2) Shares held in the Xcel Energy Stock Fund under the Xcel Energy 401(k) Savings Plan as of the most recent plan statement (Jan. 15, 2015).
- (3) Security converts to common stock on a one-for-one basis.
- (4) Phantom stock representing long-term incentive award payments deferred into the Xcel Energy Deferred Compensation Plan that are held in the Xcel Energy common stock fund and are payable in shares of Xcel Energy common stock upon distribution.
- (5) Shares of phantom stock are payable in cash following termination of a reporting persons employment.

Reporting Owners

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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.