XCEL ENERGY INC Form 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

Form 5

March 17, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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response...

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Savage Jeffrey S

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

below)

XCEL ENERGY INC [XEL]

(Check all applicable)

(First) (Middle) (Last)

3. Date of Earliest Transaction

Director X_ Officer (give title

10% Owner Other (specify

414 NICOLLET MALL

(Month/Day/Year) 03/16/2015

SVP & Controller 6. Individual or Joint/Group Filing(Check

(Street) 4. If Amendment, Date Original

(Zip)

Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

MINNEAPOLIS, MN 55401

(City)

Security

(Instr. 3)

1. Title of 2. Transaction Date 2A. Deemed

(State)

(Month/Day/Year)

3. 4. Securities Execution Date, if TransactionAcquired (A) or

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Month/Day/Year) (Instr. 8)

Code

Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

Following Reported Transaction(s)

Owned

(Instr. 3 and 4)

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

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SEC 1474 (9-02)

(Instr. 4)

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

1. Title of 3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and Amount of 8. Price 4. Derivative (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

1

Deriva

Securi

Security

Conversion or Exercise

any

Code Securities (Month/Day/Year)

Underlying Securities (Instr. 3 and 4)

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(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (Instr. Derivative (A) or Disposed of Security (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration Title Amount Exercisable Date or Number of Shares Phantom Common (2) (2) $$0^{(1)}$ 03/16/2015 Α 6.916 6.916 \$ 33 Stock Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Savage Jeffrey S 414 NICOLLET MALL MINNEAPOLIS, MN 55401

SVP & Controller

Signatures

Tara M. Heine, Attorney in Fact for Jeffrey S. Savage 03/17/2015

**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).
- (1) Security converts to common stock on a one-for-one basis.
- (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.

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