Edgar Filing: XCEL ENERGY INC - Form 4

| XCEL ENE Form 4 | | | | | | | | | | | |
|--|--|---|------------|----------------------|---|--|--|---|---|--|--|
| May 23, 20 FORN | ЛЛ | STATES | | | | | COMMISSIO | | PPROVAL 3235-0287 | | |
| Washington, D.C. 20549Washington, D.C. 20549Check this box if no longer subject to Section 16.STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIESForm 4 or Form 5 obligations may continue. See Instruction 1(b).Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, | | | | | | | | Expires: Estimated burden hou response | January 31,Expires:2005Estimated averageburden hours perresponse0.5 | | |
| (Print or Type | Responses) | | | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> DAVIS RICHARD K | | | Symbol | er Name an | | - | 5. Relationship of Reporting Person(s) to Issuer | | | | |
| (Last) | (First) | (Middle) | | ENERGY | - | (Ch | (Check all applicable) | | | | |
| 800 NICO 2300 | · · · | 3. Date of Earliest Transaction (Month/Day/Year) 05/22/2008 | | | | X_ Director 10% Owner Officer (give title Other (specify below) below) | | | | | |
| | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting | | | | | | |
| MINNEAF | POLIS, MN 55402 | 2 | | | | | Person | y More than One R | eporting | | |
| (City) | (State) | (Zip) | Tal | ole I - Non-l | Derivative | Securities A | Acquired, Disposed | of, or Beneficia | lly Owned | | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemo Execution any (Month/Da | Date, if | Code Disposed of (D) | | 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) | | | |
| Reminder: Re | port on a separate lin | e for each cl | ass of sec | curities bene | Perso | ns who res | spond to the coll | | SEC 1474 | | |
| | | | | | requi | ed to resp | tained in this form ond unless the fo ntly valid OMB co | orm | (9-02) | | |

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

number.

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number of | 6. Date Exercisable and | 7. Title and Amount of |
|-------------|-------------|---------------------|--------------------|-----------|--------------|-------------------------|------------------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orDerivative | Expiration Date | Underlying Securities |
| Security | or Exercise | | any | Code | Securities | (Month/Day/Year) | (Instr. 3 and 4) |

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| (Instr. 3) | Price of Derivative Security | Derivative | | (Instr.) | tr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | | | |
|------------------|------------------------------------|------------|--|-----------|--|----------|-----|---------------------|--------------------|-----------------|----------------------------------|
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Phantom Stock | \$ 0 <u>(1)</u> | 05/22/2008 | | А | | 3,742.69 | | (2) | (2) | Common Stock | 3,742.69 |

Reporting Owners

| Reporting Owner Name / Address | s Relationships | | | | | | | | |
|---|-----------------|-----------|---------|-------|--|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | | |
| DAVIS RICHARD K 800 NICOLLET MALL SUITE 2300 MINNEAPOLIS, MN 55402 | Х | | | | | | | | |
| Signatures | | | | | | | | | |
| Carol J. Peterson, Attorney-in- Davis | 05/23/2008 | | | | | | | | |
| <u>**</u> Signature of Reporting | 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 shares of common stock following termination of reporting person's service. Partial shares are payable in cash.

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.