

XCEL ENERGY INC
Form 4
March 03, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

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

(Last) (First) (Middle)
414 NICOLLET MALL
(Street)

MINNEAPOLIS, MN 55401

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
XCEL ENERGY INC [XEL]

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP & Controller

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
Common Stock	03/01/2016		F	V Amount D	\$ 39.54 4,519.362 ⁽¹⁾	D	
Common Stock					2,221.182 ⁽²⁾	I	401(k)

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

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SEC 1474
(9-02)

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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. Transaction 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. Price
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Phantom Stock	\$ 0 ⁽³⁾	03/01/2016		A	6.124	⁽⁴⁾ ⁽⁴⁾	Common Stock	6.124 \$ 39

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
Date: 03/03/2016

**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) Withholding of stock to satisfy tax withholding obligation on vesting of an award of restricted stock under the Xcel Energy Executive Annual Incentive Award Program that were included in the common stock holdings reported by the reporting person on Form 4 filed on February 18, 2016. A fractional share interest was settled in cash in connection with the vesting of the restricted stock award and the withholding of shares for taxes.
 - (2) Shares held in the Xcel Energy Stock Fund under the Xcel Energy 401(k) Savings Plan as of the most recent plan statement (February 25, 2016).
 - (3) Security converts to common stock on a one-for-one basis.
 - (4) Shares of phantom stock become payable in accordance with the reporting person's distribution elections made pursuant to the Xcel Energy Deferred Compensation Plan (the "Plan").
 - (5) The number of shares of phantom stock reflects both additional shares credited upon the deemed reinvestment of dividend equivalents as reported in the most recent report from the Plan administrator, as well as the number of shares reflected in such report as attributable to the reporting person in the Plan's unitized Company stock fund.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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