

XCEL ENERGY INC
 Form 4
 February 23, 2017

FORM 4

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

OMB APPROVAL

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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 *
 Hudson David T

(Last) (First) (Middle)
 600 S. TYLER, SPS TOWER
 (Street)

AMARILLO, TX 79101

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 02/21/2017

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)
 President, SPS

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 02/21/2017 | | A | 1,041.565 | A (1) 6,020.465 (2) | D | |
| Common Stock | 02/21/2017 | | M | 1,123.24 | A (3) 7,143.705 | D | |
| Common Stock | 02/21/2017 | | F | 441.959 | D \$ 42 6,700.9 (4) | D | |
| Common Stock | | | | | 637.21 (5) | I | 401(k) |

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

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(9-02)

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Phantom Stock | (3) | 02/21/2017 | | A | 5,646 | (6) | (6) | Common Stock | 5,646 |
| Restricted Stock Units | (3) | 02/21/2017 | | M | 1,123.24 (7) | (8) | (8) | Common Stock | 1,123 (7) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hudson David T 600 S. TYLER SPS TOWER AMARILLO, TX 79101 | | | President, SPS | |

Signatures

Tara M. Stoffel, Attorney in Fact for David T. Hudson
02/23/2017

__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) Of the 1,041,565 shares, 762 were issued at a price of \$42.00 per share in connection with the reporting person's election to receive a portion of his annual incentive award in restricted shares, and the rest were issued at no cost as a 20% premium on the annual incentive received in shares and in settlement of performance share units.
- (2) This amount also includes 119.13 shares of stock acquired since the reporting person's last report pursuant to the reinvestment of dividends.
- (3) Restricted stock units and phantom shares are settled in common stock on a one-for-one basis.
- (4) A fractional share interest was settled in cash in connection with the settlement of restricted stock and performance share unit awards and the withholding of shares for taxes.

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- (5) Shares held in the Xcel Energy Stock Fund under the Xcel Energy 401(K) Savings Plan as of the most recent plan statement (February 21, 2017).
- (6) Shares of phantom stock become payable in accordance with the reporting person's distribution election made under the issuers Deferred Compensation Plan (the "Plan").
- (7) Number of shares and units shown reflects the reinvestment of dividend equivalents since the original grant of 1,011 units.
- (8) Award vested on December 31, 2016 but was settled in shares of common stock on February 21, 2017.
- (9) The number of shares of phantom stock reflects additional shares credited upon the deemed reinvestment of dividend equivalents as well as minor adjustments due to the unitized nature of the Plan's Issuer 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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