Williams Kim										
Form 4	0									
December 29, 200									PPROVA	L
	UNITED	STATES		RITIES A			COMMISSION	N OMB Number:	3235-0	0287
Check this box if no longer subject to Section 16. Form 4 or Form 5	1ENT OF	F CHAN	NGES IN SECUE	Expires:	average urs per	y 31, 2005 0.5				
Form 5 obligations may continue. See Instruction 1(b). 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 Respon	ises)									
1. Name and Address of Reporting Person <u>*</u> Williams Kim			Symbol	er Name <b>and</b>		-	5. Relationship of Reporting Person(s) to Issuer			
			XCEL	ENERGY	INC [X	KEL]	(Check all applicable)			
(Last) (First) (Middle) 29 NEWMAN ROAD			3. Date of Earliest Transaction (Month/Day/Year) 12/28/2009			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			
NEWBURY, MA		Form filed by Person					More than One Reporting			
(City) (S	State)	(Zip)	Tab	le I - Non-I	Derivativo	e Securities A	cquired, Disposed	of, or Beneficia	lly Owned	l
	nsaction Date h/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3,	(A) or d of (D) 4 and 5) (A) or	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature Indirect Beneficial Ownershi (Instr. 4)	1
Reminder: Report on	a separate line	for each cla	ass of sect	urities benef	ficially ow	wned directly of	or indirectly.			
					infor requi	mation cont red to respo ays a curre	spond to the colle ained in this form ond unless the for ntly valid OMB co	n are not rm	SEC 1474 (9-02)	

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriva
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Securi
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired			(Instr.

Derivative Security					(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>	12/28/2009	А		398.9		(2)	(2)	Common Stock	398.9	\$ 21

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships							
1 0	Director	10% Owner	Officer	Other				
Williams Kim 29 NEWMAN ROAD NEWBURY, MA 01951	Х							
Signatures								

Tara M. Heine, Attorney-in-fact for Kim Williams

\*\*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 shares of common stock following termination of reporting person's service. Partial shares are payable in cash.

12/29/2009

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.