

MACFARLANE CHARLES S  
 Form 4  
 February 08, 2018

**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 \*  
 MACFARLANE CHARLES S

(Last) (First) (Middle)  
 215 S CASCADE ST  
 (Street)

FERGUS FALLS, MN 56537-2801

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 Otter Tail Corp [OTTR]

3. Date of Earliest Transaction (Month/Day/Year)  
 02/06/2018

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 & CEO

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	02/06/2018		A	6,100	A <u>(2)</u> 134,964	D	
Common Stock	02/06/2018		F	3,120	D \$ 39.775 131,844 <u>(1)</u>	D	
Common Stock					2,458	I	by ESOP
Common Stock					1,937	I	by Daughter
Common Stock					1,927	I	by Son

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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)	Amount or Number of Shares
Restricted Stock Units	(2)	02/06/2018		M	2,000	02/06/2018(3)	Common Stock	2,000
Restricted Stock Units	(2)	02/06/2018		M	2,375	02/06/2018(4)	Common Stock	4,750
Restricted Stock Units	(2)	02/06/2018		M	1,725	02/06/2018(5)	Common Stock	5,175
Restricted Stock Units	(2)					02/06/2019(6)	Common Stock	7,200

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MACFARLANE CHARLES S 215 S CASCADE ST FERGUS FALLS, MN 56537-2801			President & CEO	

## Signatures

/s/ Charles S MacFarlane by Ella Leapaldt,  
Attorney-in-Fact

02/08/2018

\_\_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) Total direct holdings include shares acquired through the Dividend Reinvestment Plan, the Employee Stock Purchase Plan and shares acquired pursuant to Stock Options, Restricted Stock Awards, Restricted Stock Units and Performance Share Awards.
- (2) Each restricted stock unit represents a contingent right to receive one share of Otter Tail Corporation common stock.
- (3) The restricted stock units vest in four equal installments which began February 6, 2016.
- (4) The restricted stock units vest in four equal annual installments which began February 6, 2017.
- (5) The restricted stock units vest in four equal annual installments which began February 6, 2018.
- (6) The restricted stock units vest in four equal annual installments beginning the date shown above.

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.