

Otter Tail Corp  
Form 4  
February 12, 2015

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See Instruction*  
1(b).

**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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MOUG KEVIN G**

(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)  
02/11/2015

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
CFO & Sr VP

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 02/11/2015                              |                                                             | M                                       | 15,160 A                                                                   | 52,138 <sup>(2)</sup>                                                                                              | D                                                                    |                                                                   |
| Common<br>Stock                       | 02/11/2015                              |                                                             | F                                       | 6,208 D                                                                    | 45,930 <sup>(3)</sup>                                                                                              | D                                                                    |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                            | 278.1658                                                                                                           | I                                                                    | ESOP                                                              |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                            | 305.639                                                                                                            | I                                                                    | by<br>daughters                                                   |

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

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |                                     |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|----------------------------------------------------------------|-------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                    | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                          | Amount<br>or<br>Number<br>of Shares |
| Performance Rights                                  | (4)                                                                | 02/11/2015                              |                                                             | M                                    | 15,160                                                                                                       | (5)                                                            | (6)                | Common Stock                                                   | 15,160                              |
| Restricted Stock Units<br>(right to buy)            | (7)                                                                |                                         |                                                             |                                      |                                                                                                              | 02/06/2016                                                     | 02/06/2016         | Common Stock                                                   | 2,900                               |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |             |       |
|-----------------------------------------------------------------|---------------|-----------|-------------|-------|
|                                                                 | Director      | 10% Owner | Officer     | Other |
| MOUG KEVIN G<br>215 S CASCADE ST<br>FERGUS FALLS, MN 56537-2801 |               |           | CFO & Sr VP |       |

## Signatures

/s/ Kevin G Moug by Debra J Lill,  
Attorney-in-Fact 02/12/2015

\*\*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) The fair market value of date of grant 4/16/2012 was \$21.32 with fair market value on vesting date of \$31.675.
- (2) Total direct holdings include shares jointly held with spouse, shares acquired individually through the Employee Stock Purchase Plan and shares acquired pursuant to Restricted Stock Awards and Performance Award distributions.
- (3) Performance Award: On 2/11/2015, 6,208 shares were withheld by the Corporation to pay taxes due upon vesting of this award, exempt pursuant to Rule 16b-3(e).
- (4) This Performance Share Award had no conversion or exercise price established at the time of the grant.

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- (5) There is no specific "Exercisable Date" on this Performance Share Award.
- (6) There is no specific "Expiration Date" on this Performance Share Award.
- (7) 1 -for -1

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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