XCEL ENERGY INC Form 4/A March 06, 2015

#### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

Number:

3235-0287

Expires:

January 31, 2005

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Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Ad FOWKE BE	^	_	2. Issuer Name and Ticker or Trading Symbol XCEL ENERGY INC [XEL]	5. Relationship of Reporting Person(s) to Issuer			
(Last) (Einst) (Middle)				(Check all applicable)			
(Last) 414 NICOLL	(First) ET MALL	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/02/2015	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Chairman, President and CEO			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year) 03/04/2015	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
MINNEAPOLIS, MN 55401			00,0 W_2010	Form filed by More than One Reporting Person			
(City)	(Ctata)	(7:)					

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(City)	(State)	(Zip) Tak	ole I - Non-	-Derivative Se	curitie	s Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	Acquir	red (A)	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction	oror Disposed of	of (D)		Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 an	d 5)		Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership
							Following	or Indirect	(Instr. 4)
					(4)		Reported	(I)	
					(A)		Transaction(s)	(Instr. 4)	
			$\alpha + w$		or	ъ.	(Instr. 3 and 4)		
			Code V	Amount	(D)	Price	(1)		
Common Stock	03/02/2015		F	3,198.883	D	\$ 34.75	339,808 <u>(1)</u> <u>(2)</u>	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

#### Edgar Filing: XCEL ENERGY INC - Form 4/A

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. Transactic Code (Instr. 8)	5.  onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title a Amount of Underlying Securities (Instr. 3 a	of ng s	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5)  (A) (D)	Date Exercisable	Expiration Date	or Title Nu of	umber		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
reporting owner runte, runteess	Director	10% Owner	Officer	Other				
FOWKE BENJAMIN G S III 414 NICOLLET MALL MINNEAPOLIS, MN 55401	X		Chairman, President and CEO					

### **Signatures**

Wendy B. Mahling, Attorney in Fact for Benjamin G.S.
Fowke III

03/06/2015

\*\*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).
- Withholding of stock to satisfy tax withholding obligation on vesting of an award of restricted stock under the Xcel Energy Executive
- (1) Annual Incentive Award Program that were included in the common stock holdings reported by the reporting person on Form 4 filed on February 19, 2015. A fractional share interest was sold in connection with the vesting of the award.
- (2) The sole purpose of filing this amendment is to correct the total amount of securities directly owned following the March 2, 2015 transactions which were reported on March 4, 2015.

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.

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