

Hudson David T
 Form 4
 March 05, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Hudson David T

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
 03/01/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President, SPS

(Street)
 AMARILLO, TX 79101

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
Common Stock	03/01/2018		F	385.565 D	\$ 43.28 9,370.788 ⁽¹⁾	D	
Common Stock					656.011 ⁽²⁾	I	401(k)

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

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

Table with columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities Acquired (A) or Disposed of (D), 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Amount or Number of Shares.

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Entry for Hudson David T, 600 S. TYLER SPS TOWER AMARILLO, TX 79101, President, SPS.

Signatures

Jodee L. Marble, attorney in fact for David T. Hudson 03/05/2018
Signature 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) Withholding of stock to satisfy tax withholding obligation on vesting of a previously reported award of restricted stock under the Xcel Energy Executive Annual Incentive Award Program.
(2) Amount reflects aggregate holdings as of March 1, 2018 and includes adjustments made by the Plan administrator to previously reported holdings.
(3) Each share of phantom stock represents the right to receive the cash value of one share of common stock.
(4) Shares of phantom stock become payable in accordance with the reporting person's distribution elections made pursuant to the Xcel Energy Deferred Compensation Plan.
(5) The number of shares of phantom stock reflects minor adjustments to the number of phantom shares credited to the reporting person's Company stock account.
(6)

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Amount reflects aggregate holdings as of March 1, 2018 and includes adjustments made by the Plan administrator to previously reported holdings, which were reported on a filing dated February 22, 2018.

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.