

DUTTON CHRISTOPHER L
 Form 4
 May 25, 2006

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 *
 DUTTON CHRISTOPHER L

2. Issuer Name and Ticker or Trading Symbol
 GREEN MOUNTAIN POWER CORP [GMP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 163 ACORN LANE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/23/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Executive Officer

COLCHESTER, VT 05446

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 05/23/2006 | | A ⁽¹⁾ | | 17,719 | A | \$ 0 |
| Common Stock | 05/23/2006 | | F ⁽³⁾ | | 2,620 | D | \$ 28.64 |
| Common Stock | | | | | 6,294.3151 | I | ⁽⁴⁾ |
| Common Stock | | | | | 61.8326 | I | ⁽⁵⁾ |
| Common Stock | | | | | 61.8326 | I | ⁽⁶⁾ |

By 401(k) plan
 By wife for daughter
 By wife for 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DUTTON CHRISTOPHER L 163 ACORN LANE COLCHESTER, VT 05446 | X | | Chief Executive Officer | |

Signatures

Donald J. Rendall, Jr.,
Attorney-In-Fact

**Signature of Reporting Person

05/25/2006
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).
- (2) Includes 94.0367 shares acquired between January 20, 2006 and May 23, 2006 under the GMP dividend reinvestment plan. The information in this report is based on a plan statement as of May 23, 2006.
- (4) Includes 9.9851 shares acquired between April 3, 2006 and May 23, 2006 under the GMP 401(k) plan. The information in this report is based on a plan statement as of May 23, 2006.
- (3) Disposition represents withholding of common shares to satisfy tax withholding obligations associated with the vesting of stock units granted on May 27, 2005.
- (5) These shares are held by the reporting person's wife as custodian for daughter under Uniform Gifts to Minors Act. Includes .5986 shares acquired between January 20, 2006 and May 23, 2006 under the GMP dividend reinvestment plan. The information in this report is based

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on a plan statement as May 23, 2006.

- These shares are held by the reporting person's wife as custodian for son under Uniform Gifts to Minors Act. Includes .5986 shares
- (6) acquired between January 20, 2006 and May 23, 2006 under the GMP dividend reinvestment plan. The information in this report is based on a plan statement as of May 23, 2006.

- Shares represent stock units that will be payable on a one-for-one basis in shares of common stock at vesting. 50 percent of the stock units
- (1) will vest on May 22, 2007 and the remaining 50 percent of the stock units will vest on May 22, 2008. The vesting dates are subject to deferral at the election of the reporting person.

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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