

FOWKE BENJAMIN G S III  
Form 4  
February 25, 2011

**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**

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**FOWKE BENJAMIN G S III**

(Last) (First) (Middle)

414 NICOLLET MALL

(Street)

MINNEAPOLIS, MN 55401

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/23/2011

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 and COO

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<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. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A) or<br>Disposed of (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:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 02/23/2011                              |                                                             | A                                    | 69,338.811                                                              | A \$ 0                                                                                                             | 142,918.466                                                             | D                                                                 |
| Common<br>Stock                       | 02/23/2011                              |                                                             | F                                    | 21,154.811                                                              | D \$<br>23.62                                                                                                      | 121,763.655<br>(1) (2) (3)                                              | D                                                                 |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    | 599.814 (4)                                                             | I 401(k)                                                          |

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

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SEC 1474  
(9-02)

number.

**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<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) |                                        |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                  | Title                                               | Amount<br>or<br>Number<br>of<br>Shares |
| Phantom<br>Stock                                    | \$ 0                                                               |                                         |                                                             |                                      |                                                                                                                    | (5)                                                            | (5)                                                                 | Common<br>Stock                                     | 0                                      |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |                   |       |
|----------------------------------------------------------------------|---------------|-----------|-------------------|-------|
|                                                                      | Director      | 10% Owner | Officer           | Other |
| FOWKE BENJAMIN G S III<br>414 NICOLLET MALL<br>MINNEAPOLIS, MN 55401 | X             |           | President and COO |       |

## Signatures

Tara M. Heine, Attorney in Fact for Benjamin G.S.  
Fowke III

02/25/2011

\*\*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) Includes 759.915 shares of stock acquired pursuant to reinvestment of dividends.

(2) A fractional share interest was sold.

(3) Since the date of the reporting persons last ownership report, 56,846 shares of Xcel Energy common stock were transferred to his ex-spouse pursuant to a domestic relations order. The reporting person no longer reports as beneficially owned any securities so transferred.

(4) Between March 1, 2010 and February 23, 2011, approximately 5,189.262 shares of Xcel Energy common stock to his ex-spouse pursuant to a domestic relations order. The reporting person no longer reports as beneficially owned any securities so transferred. The information in this report is based on a plan statement dated February 23, 2011.

(5) Shares of phantom stock are payable in cash following termination of reporting persons employment.

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- (6) The reporting person acquired 241.858 shares of Xcel Energy phantom stock under the Xcel Energy Deferred Compensation Plan. The information in this report is based on a plan statement dated as of February 23, 2011.

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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