

ERICKSON JOHN D
Form 4
December 19, 2011

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 *
ERICKSON JOHN D

(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)
12/15/2011

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 & CEO

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 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	12/15/2011		M		35,200 (1)	A	\$ 21.191 152,516 D
Common Stock	12/15/2011		M		27,000 (1)	A	\$ 21.191 179,516 D
Common Stock	12/15/2011		M		26,100 (1)	A	\$ 21.191 205,616 D
Common Stock	12/15/2011		F		18,780 (2)	D	\$ 21.191 186,836 D
Common Stock	12/15/2011		F		14,735 (3)	D	\$ 21.191 172,101 D

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Common Stock	12/15/2011		F	15,113 <u>(4)</u>	D	\$ 21.191	156,988 ⁽⁵⁾	D	
Common Stock							4,981.9817	I	ESOP

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)

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 Beneficially Owned Following Reported Transaction (Instr. 6)
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Code	V	(A)	(D)	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ERICKSON JOHN D 215 S CASCADE ST FERGUS FALLS, MN 56537-2801	X		President & CEO	

Signatures

/s/ John D Erickson by Debra J Lill,
Attorney-in-Fact

12/19/2011

__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) Performance Share Award acquired under the 1999 Stock Incentive Plan. Mr. Erickson resigned as an officer from the company effective 12/15/2011 and as a result his performance shares vested at target upon termination.

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- (2) On 12/15/2011, 18,780 shares of Common Stock were withheld by the Corporation to pay taxes due, exempt pursuant to Rule 16b-3(e).
- (3) On 12/15/2011, 14,735 shares of Common Stock were withheld by the Corporation to pay taxes due, exempt pursuant to Rule 16b-3(e).
- (4) On 12/15/2011, 15,113 shares of Common Stock were withheld by the Corporation to pay taxes due, exempt pursuant to Rule 16b-3(e).
- (5) Total direct holdings include shares jointly held with spouse at Merrill Lynch and shares acquired individually pursuant to Restricted Stock Awards and Performance Award distributions.

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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