

Otter Tail Corp  
 Form 4  
 April 11, 2016

**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 \*  
**MACFARLANE CHARLES S**

(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)  
**04/08/2016**

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 & 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 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)		
Common Stock	04/08/2016		F(1)	994	D	\$ 28.415	90,436.0491 (2)	D	
Common Stock							2,320.9596	I	ESOP
Common Stock							1,829.4631	I	by daughter
Common Stock							1,829.4631	I	by son

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 or Value of Underlying Securities (Instr. 3 and 4)
Common Stock	(3)					02/06/2016 <sup>(4)</sup>	Common Stock	6,000
Common Stock	(3)					02/06/2017 <sup>(5)</sup>	Common Stock	9,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MACFARLANE CHARLES S 215 S CASCADE ST FERGUS FALLS, MN 56537-2801			President & COO	

## Signatures

/s/Charles S MacFarlane by Ella Leapaltd,  
Attorney-in-Fact

04/11/2016

\_\_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) Grant of Restricted Stock. On 4/8/2016, 994 shares of Common Stock were withheld by the Corporation to pay taxes due upon vesting of restricted stock, exempt pursuant to Rule 16b-3(e).
- (2) Total direct holdings include shares acquired through the Dividend Reinvestment Plan, the Employee Stock Purchase Plan and shares acquired pursuant to Stock Options, Restricted Stock Awards, Restricted Stock Units and Performance Share Awards.

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- (3) Each restricted stock unit represents a contingent right to receive one share of Otter Tail Corporation common stock.
- (4) The restricted stock units vest in four equal annual installments beginning February 6, 2016.
- (5) The restricted stock units vest in four equal annual installments beginning February 6, 2017.

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.