



Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) Compensatory Arrangements of Certain Officers

As discussed below under Item 5.07, on May 15, 2012, the stockholders of PNM Resources, Inc. (“PNMR”) approved a third amendment (the “amendment”) to PNMR's Second Amended and Restated Omnibus Performance Equity Plan (the “PEP”). The terms of the amendment to the PEP were previously disclosed in PNMR's definitive proxy statement (the “2012 Proxy Statement”) for its 2012 Annual Meeting of Stockholders (the “Meeting”), which was filed with the Securities and Exchange Commission on April 5, 2012. A copy of the amendment was included with the 2012 Proxy Statement, is filed as Exhibit 10.1 hereto, and is incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders.

At the Meeting, PNMR's stockholders voted on the election of the ten nominated directors to serve for the ensuing year; on a proposal to ratify the appointment of Deloitte & Touche LLP to serve as PNMR's independent public accountants for the year ending December 31, 2012; on the proposal to approve the amendment to the PEP; and on a proposal to approve, on an advisory basis, the compensation of PNMR's named executive officers (“NEOs”).

As of March 26, 2012, the record date for the Meeting, there were 79,653,624 shares of PNMR's common stock outstanding and entitled to vote at the Meeting.

All matters voted on at the Meeting were approved by PNMR's stockholders. Set forth below are the final voting results for each of the proposals submitted to a vote of PNMR's stockholders at the Meeting.

At the Meeting, PNMR's common stockholders elected, by the vote indicated below, the following ten persons as directors, each to serve as such until PNMR's annual meeting of stockholders to be held in 2013:

| Director                 | Votes For  | Votes Withheld | Broker Non-Votes |
|--------------------------|------------|----------------|------------------|
| Adelmo E. Archuleta      | 67,954,269 | 562,309        | 5,308,932        |
| Patricia K. Collawn      | 67,175,369 | 1,341,209      | 5,308,932        |
| Julie A. Dobson          | 66,683,297 | 1,833,281      | 5,308,932        |
| Alan J. Fohrer           | 67,961,439 | 555,139        | 5,308,932        |
| Robert R. Nordhaus       | 67,934,534 | 582,044        | 5,308,932        |
| Manuel T. Pacheco, Ph.D. | 66,548,730 | 1,967,848      | 5,308,932        |
| Bonnie S. Reitz          | 67,961,060 | 555,518        | 5,308,932        |
| Donald K. Schwanz        | 66,746,396 | 1,770,182      | 5,308,932        |
| Bruce W. Wilkinson       | 67,957,887 | 558,691        | 5,308,932        |
| Joan B. Woodard, Ph.D.   | 66,754,382 | 1,762,196      | 5,308,932        |

At the Meeting, PNMR's common stockholders approved the proposal to ratify the appointment of Deloitte & Touche LLP to serve as PNMR's independent public accountants for the year ending December 31, 2012, by the vote indicated below:

|            |               |             |
|------------|---------------|-------------|
| Votes For  | Votes Against | Abstentions |
| 73,381,155 | 371,191       | 73,164      |



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At the Meeting, PNMR's common stockholders approved the proposal to amend the PEP, by the vote indicated below:

| Votes For  | Votes Against | Abstentions | Broker<br>Non-Votes |
|------------|---------------|-------------|---------------------|
| 65,852,736 | 1,801,381     | 862,461     | 5,308,932           |

At the Meeting, PNMR's common stockholders approved, on an advisory basis, the compensation of PNMR's NEOs, by the following vote:

| Votes For  | Votes Against | Abstentions | Broker<br>Non-Votes |
|------------|---------------|-------------|---------------------|
| 57,856,750 | 3,136,895     | 7,522,933   | 5,308,932           |

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

| Exhibit<br>Number | Description  |
|-------------------|--|
| 10.1              | Third Amendment to PNMR's Second Amended and Restated Omnibus Performance Equity Plan approved by the Shareholders on May 15, 2012 |

3

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

PNM RESOURCES, INC.  
(Registrant)

Date: May 17, 2012

/s/ Thomas G. Sategna  
Thomas G. Sategna  
Vice President and Corporate Controller  
(Officer duly authorized to sign this report)