

MACFARLANE JOHN C  
Form 4  
December 23, 2009

**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 JOHN C

2. Issuer Name and Ticker or Trading Symbol  
Otter Tail Corp [OTTR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
215 S CASCADE ST  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/21/2009

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

FERGUS FALLS, MN 56537-2801  
(City) (State) (Zip)

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

**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	12/21/2009		M	V Amount (A) or (D) Price \$ 19.75	80,641.0554 (1)	D	
Common Stock	12/21/2009		S(2)	12,100 D \$ 24.4	68,541.0554	D	
Common Stock	12/21/2009		S(2)	500 D \$ 24.4025	68,041.0554	D	
Common Stock	12/21/2009		S(2)	500 D \$ 24.405	67,541.0554	D	
Common Stock	12/21/2009		S(2)	500 D \$ 24.4075	67,041.0554	D	
	12/21/2009		S(2)	3,714 D \$ 24.41	63,327.0554	D	

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Common Stock									
Common Stock	12/21/2009		S <sup>(2)</sup>	500	D	\$ 24.415	62,827.0554	D	
Common Stock	12/21/2009		S <sup>(2)</sup>	2,500	D	\$ 24.42	60,327.0554	D	
Common Stock	12/21/2009		S <sup>(2)</sup>	300	D	\$ 24.425	60,027.0554	D	
Common Stock	12/21/2009		S <sup>(2)</sup>	400	D	\$ 24.43	59,627.0554	D	
Common Stock	12/21/2009		S <sup>(2)</sup>	286	D	\$ 24.44	59,341.0554	D	
Common Stock	12/21/2009		S <sup>(2)</sup>	700	D	\$ 24.45	58,641.0554	D	
Common Stock	12/21/2009		S <sup>(2)</sup>	500	D	\$ 24.455	58,141.0554	D	
Common Stock	12/21/2009		S <sup>(2)</sup>	1,000	D	\$ 24.4575	57,141.0554	D	
Common Stock	12/21/2009		S <sup>(2)</sup>	900	D	\$ 24.46	56,241.0554	D	
Common Stock	12/21/2009		S <sup>(2)</sup>	200	D	\$ 24.465	56,041.0554	D	
Common Stock	12/21/2009		S <sup>(2)</sup>	400	D	\$ 24.5	55,641.0554	D	
Common Stock							23,360.6884	I	ESOP
Common Stock							3,441.281	I	By IRA

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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	Code	V	Disposed of (D)		Date Exercisable	Expiration Date	Title	Amount Number Shares
			(A)	(D)				
Stock Options(right to buy) \$ 19.75					04/10/2001 <sup>(3)</sup>	04/10/2010	Common Stock	100,0
Stock Options(right to buy) \$ 26.25					04/09/2002 <sup>(3)</sup>	04/09/2011	Common Stock	100,0

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MACFARLANE JOHN C 215 S CASCADE ST FERGUS FALLS, MN 56537-2801	X			

## Signatures

/s/John C MacFarlane by Ella Leapaldt, Attorney-in-Fact	12/23/2009
**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) Total direct holdings include shares jointly held with spouse in the Dividend Reinvestment Plan and the Employee Stock Purchase Plan and shares acquired individually pursuant to Restricted Stock Award distributions.
  - (2) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1(c) trading plan adopted by the reporting person on 9/4/2009 and amended on 12/9/2009.
  - (3) Stock options vest in cumulative annual installments of 25% beginning the date shown.

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.