

WOODWORTH ROGER D
Form 4
May 26, 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 *
WOODWORTH ROGER D

2. Issuer Name and Ticker or Trading Symbol
AVISTA CORP [AVA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1411 E MISSION AVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/26/2011

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

SPOKANE, WA 99202

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

(City) (State) (Zip)

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)
			Code	V Amount or (D) Price			
Common Stock	05/26/2011		M ⁽¹⁾	8,500 A \$ 11.8	28,804	D	
Common Stock	05/26/2011		S ⁽¹⁾	8,500 D \$ 24.2638	20,304	D	
Common Stock held in 401(k) Investment Plan					18,984	I	by Trustee
Common Stock held					8,643	I	by Trustee

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in Executive
Deferral
Account

Common Stock held in IRA						400	I	by Trustee
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Common Stock held in IRA by Spouse						1,000	I	by Spouse
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Common Stock held by Child, Patrick Woodworth						129	I	held by Child
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Common Stock held by Child, Bryce Woodworth	05/26/2011		J	83.1946	D	(2)	0	I	held by Child
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Common Stock held by Child, Brianne Woodworth	05/26/2011		J	129.68	D	(3)	0	I	held by Child
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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. I De Sec (In	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				

Exercise of Stock Options	\$ 11.8	05/26/2011	M	8,500	(4)	11/08/2011	Common Stock	8,500	24
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WOODWORTH ROGER D 1411 E MISSION AVE SPOKANE, WA 99202			Vice President	

Signatures

/s/ Roger D.
Woodworth

05/26/2011

 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) Exercise and Sale of Option Grant expiring November 2011.
- (2) Mr. Woodworth previously held these shares as Custodian for his son Bryce Woodworth. These shares were transferred to Bryce Woodworth who is emancipated and of majority age. Mr. Woodworth no longer claims indirect ownership of the shares.
- (3) Mr. Woodworth previously held these shares as Custodian for his daughter Brianne Woodworth. These shares were transferred to Brianne Woodworth who is emancipated and of majority age. Mr. Woodworth no longer claims indirect ownership of the shares.
- (4) Options vest in four equal annual installments beginning the first anniversary of the grant date. Mr. Woodworth acquired an option grant in November 2001.
- (5) Total reflects the number of derivative securities remaining for this particular grant.

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.