

Abbott John S  
 Form 4  
 February 14, 2019

**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 \*  
 Abbott John S

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

3. Date of Earliest Transaction (Month/Day/Year)  
 02/13/2019

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

Pres Varistar, Sr VP, M/I Plat

(Street)

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

FERGUS FALLS, MN 56537-2801

(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 (A) or (D) Price			
Common Stock	02/13/2019		A	12,920 (1) \$ 49.6225	20,435	D	
Common Stock	02/13/2019		F	6,355 (2) \$ 49.6225	14,080 (3)	D	

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

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SEC 1474 (9-02)

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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)	Amount or Number of Shares
Restricted Stock Units	(4)	02/13/2019		A	1,700	02/06/2020 <sup>(5)</sup>	Common Stock	1,700
Restricted Stock Units	(4)					02/06/2017 <sup>(6)</sup>	Common Stock	600
Restricted Stock Units	(4)					02/06/2018 <sup>(7)</sup>	Common Stock	950
Restricted Stock Units	(4)					02/06/2019 <sup>(8)</sup>	Common Stock	1,350

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Abbott John S 215 S CASCADE ST FERGUS FALLS, MN 56537-2801			Pres Varistar, Sr VP, M/I Plat	

## Signatures

/s/ John S. Abbott by Ella Leapaldt,  
Attorney-in-Fact

02/14/2019

\_\_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) Represents shares received upon the vesting of certain performance criteria in connection with a Performance Share Award (granted in 2016).

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- (2) These shares were withheld by the Corporation to pay taxes due upon vesting of this award, exempt pursuant to Rule 16b-3(e).
- (3) Total direct holding acquired pursuant to Restricted Stock Units and Performance Share Awards.
- (4) Each restricted stock unit represents a contingent right to receive one share of Otter Tail Corporation common stock.
- (5) The restricted stock units vest in four equal annual installments beginning the date shown above.
- (6) The restricted stock units vest in four equal annual installments which began February 6, 2017.
- (7) The restricted stock units vest in four equal annual installments which began February 6, 2018.
- (8) The restricted stock units vest in four equal annual installments which began February 6, 2019.

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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