

PNM RESOURCES INC
Form 4
March 08, 2016

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Darnell Ronald N.

(Last) (First) (Middle)

CORPORATE HEADQUARTERS
MS1275

(Street)

ALBUQUERQUE, NM 87158-1275

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PNM RESOURCES INC [PNM]

3. Date of Earliest Transaction
(Month/Day/Year)
03/04/2016

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)

SVP, PUBLIC POLICY

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock <u>(1)</u>	03/04/2016		M		679 A <u>(1)</u> 29,278	D	
Common Stock <u>(2)</u>	03/04/2016		F		219 D \$ 32.89 <u>(2)</u> 29,059	D	
Common Stock <u>(1)</u>	03/05/2016		M		802 A <u>(1)</u> 29,861	D	
Common Stock <u>(2)</u>	03/05/2016		F		259 D \$ 32.89 <u>(2)</u> 29,602	D	
	03/06/2016		M		886 A <u>(1)</u> 30,488	D	

Common Stock ⁽¹⁾

Common Stock ⁽²⁾	03/06/2016	F	286	D	\$ 32.89 <u>(2)</u>	30,202	D
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Common Stock ⁽³⁾	03/07/2016	S	3,712	D	\$ 33.09 <u>(3)</u> <u>(4)</u>	26,490	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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 of Derivative Security (Instr. 5)
				Code V (A) (D)		Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Rights	<u>(5)</u>	03/04/2016		M	679	<u>(6)</u> <u>(6)</u>	Common Stock	679 \$ 0
Restricted Stock Rights	<u>(5)</u>	03/05/2016		M	802	<u>(6)</u> <u>(6)</u>	Common Stock	802 \$ 0
Restricted Stock Rights	<u>(5)</u>	03/06/2016		M	886	<u>(6)</u> <u>(6)</u>	Common Stock	886 \$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
	SVP, PUBLIC POLICY

Darnell Ronald N.
CORPORATE HEADQUARTERS MS1275
ALBUQUERQUE, NM 87158-1275

Signatures

/s/ Laurie S. Monfiletto, POA for Ronald N.
Darnell

03/08/2016

**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) Represents the portions of previous awards of restricted stock rights that vested effective as of March 4, March 5, and March 6, 2016.

Represents shares withheld by PNM Resources, Inc. to satisfy the tax withholding obligations arising in connection with the vesting of the restricted stock rights referenced in (1) above. The company utilizes a modified "share withholding" approach in connection with

(2) settling awards of restricted stock rights upon vesting, in which it (i) withholds (in cash) the amount required to satisfy the tax withholding obligations and remits such amount to the relevant tax authorities, and (ii) directs a designated broker to purchase on the open market the number of shares of the company's common stock that can be acquired with the after-tax value of the vested restricted stock rights award at the prevailing market price. Only these "net shares" are delivered to the recipient of the award.

(3) Represents additional shares sold in the open market to satisfy the reporting persons tax obligations arising in connection with the vesting of the equity awards referenced in (1) above, in addition to the minimum statutory tax withholding for the vesting of equity awards.

(4) Price represents a weighted average fill price ranging from 33.08 to 33.10.

(5) Each restricted stock right represents a contingent right to receive one share of PNM Resources, Inc. common stock.

The restricted stock units vest in three equal annual installments. Vested shares will be delivered to the reporting person on the applicable

(6) vesting dates (or, if the company is in a blackout period under its insider trading policy on any vesting date, at a later date after such blackout period ends).

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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