Otter Tail Corp Form 4 April 12, 2016

FORM 4

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number: 3235-0287

if no longer subject to Section 16. Form 4 or

Check this box

Washington, D.C. 20549

Expires: January 31, 2005

ection 16. SECURITIES
orm 4 or

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. *See* Instruction

1(b).

(City)

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)

2. Issuer Name **and** Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Johnson Kathryn O

Symbol
Otter Tail Corp [OTTR]

04/11/2016

(Check all applicable)

(Last) (First) (Middle)

1. Name and Address of Reporting Person *

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

X__ Director _____ 10% Owner ____ Officer (give title _____ Other (specify

215 S CASCADE STREET

4.104

below) below)
6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X 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

FERGUS FALLS, MN 56537-2801

(State)

(Zip)

(Street)

1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership (Instr. 4) Following (Instr. 4) Reported

Transaction(s)
(Instr. 3 and 4)

Code V Amount (D) Price (In

(A)

Common Stock 04/11/2016 $A_{\underline{(1)}}$ 2,900 A $\underline{(2)}$ 9,351.91 $\underline{(3)}$ D

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.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | | 4. Transactio | 5. orNumber | 6. Date Exercisal Expiration Date | | 7. Title and Amount of | 8. Price of Derivative | 9. Nu Deriv |
|------------------------|--|--------------------------------------|----------------------|------------------|---|-----------------------------------|-----|--|------------------------|---|
| Security (Instr. 3) | or Exercise Price of Derivative Security | (Month Day/ Teal) | any (Month/Day/Year) | Code (Instr. 8) | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Yea e | ar) | Underlying Securities (Instr. 3 and 4) | Security (Instr. 5) | Secur Bene Owne Follo Repo Trans (Instr |
| | | | | Code V | (A) (D) | Date Ex Exercisable Da | • | Title Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| Johnson Kathryn O | | | | | | | |
| 215 S CASCADE STREET | X | | | | | | |
| FERGUS FALLS, MN 56537-2801 | | | | | | | |

Signatures

/s/ Kathryn O Johnson by Ella Leapaldt, Attorney-in-Fact

04/12/2016

**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).
- Shares of Common Stock acquired under the 2014 Sock Incentive Plan, which is a grant of Restricted Stock. The 2,900 shares granted 4/11/2016 vest 25% yearly commencing on 4/8/2017.
- (2) This grant has a fair market value of \$28.66.
- (3) Total direct holdings include shares acquired individually and pursuant to Restricted Stock Award distributions.

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.

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