

MACFARLANE CHARLES S  
Form 4  
April 22, 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 CHARLES 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  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
04/20/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
President, Otter Tail Power Co

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					22,386.9937 (1)	D	
Common Stock					1,074.8931	I	ESOP
Common Stock					1,296.9546	I	By daughter
Common Stock					1,296.9546	I	By son

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 (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 (right to buy)	(2)	04/20/2009		A <sup>(3)</sup> V	4,000	04/08/2013 04/08/2013	Common Stock	4,000
Stock Options (right to buy)	\$ 29.74					12/10/2002 <sup>(5)</sup> 12/10/2011	Common Stock	10,000
Stock Options (right to buy)	\$ 26.495					10/12/2004 <sup>(6)</sup> 04/12/2014	Common Stock	3,000
Stock Options (right to buy)	\$ 24.93					10/11/2005 <sup>(6)</sup> 04/11/2015	Common Stock	3,000
Restricted Stock Units (right to buy)	(2)					04/08/2010 04/08/2010	Common Stock	4,300
Restricted Stock Units (right to buy)	(2)					04/08/2011 04/08/2011	Common Stock	3,450
	(2)					04/08/2012 04/08/2012		3,550

Restricted  
Stock  
Units  
(right to  
buy)

Common  
Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MACFARLANE CHARLES S 215 S CASCADE ST FERGUS FALLS, MN 56537-2801			President, Otter Tail Power Co	

## Signatures

/s/ Charles S MacFarlane by Debra J Lill,  
Attorney-in-Fact

04/22/2009

\_\_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 held in the Dividend Reinvestment Plan, shares acquired through the Employee Stock Purchase Plan and shares acquired pursuant to Restricted Stock Award distributions.
  - (2) 1 -for -1
  - (3) Restricted Stock Units acquired under the Corporation's Stock Incentive Plan. The 4,000 units were granted 4/20/2009 and vest 100% on 4/8/2013 based on continued employment and carry no voting rights or rights to dividends prior to vesting date.
  - (4) This grant has a FMV of \$22.15.
  - (5) Stock options vest in cumulative annual installments of 25% beginning the date shown.
  - (6) Stock options vest 100% six months from the date of the 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.