

Smestad Jennifer O.
Form 4
April 10, 2018

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 *
Smestad Jennifer O.

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)
04/08/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Gen Coun & Corp Sec

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/08/2018		M	V Amount (A) or (D) Price \$ 250 ⁽¹⁾ A 43.7	349	D	
Common Stock	04/08/2018		F	V Amount (A) or (D) Price \$ 103 D 43.7	246 ⁽²⁾	D	
Common Stock					416	I	ESOP
Common Stock					2	I	By Daughter

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. Amount or Number of Shares
Restricted Stock Units	(3)	04/08/2018		M	250	04/08/2018 04/08/2018	Common Stock	250
Restricted Stock Units	(3)					04/13/2015 (5)	Common Stock	250
Restricted Stock Units	(3)					04/13/2016 (5)	Common Stock	300
Restricted Stock Units	(3)					04/10/2017 (5)	Common Stock	225
Restricted Stock Units	(3)					02/06/2019 (4)	Common Stock	1,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smestad Jennifer O. 215 S CASCADE ST FERGUS FALLS, MN 56537-2801			VP, Gen Coun & Corp Sec	

Signatures

/s/ Jennifer O Smestad by Ella Leapaldt,
Attorney-in-Fact

04/10/2018

__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) The reporting person receives one share of Common Stock for each restricted stock unit that vests.
- (2) Total direct holdings include shares held jointly with spouse acquired through the Dividend Reinvestment Plan and the Employee Stock Purchase Plan.
- (3) Each restricted stock unit represents a contingent right to receive one share of Otter Tail Corporation Common Stock.
- (4) The restricted stock units vest in four equal annual installments beginning the date shown above.
- (5) Restricted stock units vest four years from date shown above.

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.