POWELL MARY G

Form 4 November 01, 2006

# FORM 4

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

Check this box if no longer subject to Section 16.

Form 4 or

Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading POWELL MARY G Issuer Symbol **GREEN MOUNTAIN POWER** CORP [GMP]

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

163 ACORN LANE 11/01/2006

> (Street) 4. If Amendment, Date Original Filed(Month/Day/Year)

COLCHESTER, VT 05446

5. Relationship of Reporting Person(s) to

(Check all applicable)

**OMB** 

Number:

Expires:

response...

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

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

Chief Operating Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative	Secur	ities Aco	quired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securion(A) or D (D) (Instr. 3,	ispose	d of	Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	11/01/2006		M(1)	1,000	A	\$ 7.9	22,665.9533 (2)	D	
Common Stock	11/01/2006		S(1)	1,000	D	\$ 33.6	21,665.9533 (2)	D	
Common Stock							2,536.9826 (3)	I	By 401(k) Plan

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

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### Edgar Filing: POWELL MARY G - Form 4

#### number.

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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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 7.9	11/01/2006		M(1)		1,000	<u>(4)</u>	08/22/2010	Common Stock	1,000

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

POWELL MARY G 163 ACORN LANE COLCHESTER, VT 05446

**Chief Operating Officer** 

## **Signatures**

Donald J. Rendall, Jr., Attorney-In-Fact

11/01/2006

Date

\*\*Signature of Reporting Person

## **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 exercise of stock options and the sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 21, 2005.
- (4) The Option is currently exercisable for 2,000 shares.
- (2) Includes 64.9197 shares acquired between July 31, 2006 and November 1, 2006 under the GMP Dividend Reinvestment Plan. The information in this report is based on a plan statement as of November 1, 2006.
- (3) Includes 21.0290 shares acquired between July 31, 2006 and November 1, 2006 under the GMP 401(k) plan. The information in this report is based on a plan statement as of November 1, 2006.

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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