



Edgar Filing: XCEL ENERGY INC - Form 4

**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 or Value of Underlying Security (Instr. 3 and 4)
Phantom Stock	\$ 0 <sup>(3)</sup>	03/01/2016		A	6.124	<sup>(4)</sup> / <sup>(4)</sup>	Common Stock	6.124 \$ 39

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Savage Jeffrey S 414 NICOLLET MALL MINNEAPOLIS, MN 55401			SVP & Controller	

## Signatures

Tara M. Heine, Attorney in Fact for Jeffrey S. Savage  
Date: 03/03/2016

\_\_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) Withholding of stock to satisfy tax withholding obligation on vesting of an award of restricted stock under the Xcel Energy Executive Annual Incentive Award Program that were included in the common stock holdings reported by the reporting person on Form 4 filed on February 18, 2016. A fractional share interest was settled in cash in connection with the vesting of the restricted stock award and the withholding of shares for taxes.
- (2) Shares held in the Xcel Energy Stock Fund under the Xcel Energy 401(k) Savings Plan as of the most recent plan statement (February 25, 2016).
- (3) Security converts to common stock on a one-for-one basis.
- (4) Shares of phantom stock become payable in accordance with the reporting person's distribution elections made pursuant to the Xcel Energy Deferred Compensation Plan (the "Plan").
- (5) The number of shares of phantom stock reflects both additional shares credited upon the deemed reinvestment of dividend equivalents as reported in the most recent report from the Plan administrator, as well as the number of shares reflected in such report as attributable to the reporting person in the Plan's unitized Company stock fund.

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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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.