

XCEL ENERGY INC  
Form 4  
March 03, 2017

**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 \*  
Savage Jeffrey S

(Last) (First) (Middle)  
414 NICOLLET MALL  
  
(Street)

MINNEAPOLIS, MN 55401

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
XCEL ENERGY INC [XEL]

3. Date of Earliest Transaction (Month/Day/Year)  
03/01/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP & Controller

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 Ownership (Instr. 4)
Common Stock	03/01/2017		F	V 109.311	D \$ 43.71	7,404.435 <sup>(1)</sup>	D
Common Stock					2,294.73 <sup>(2)</sup>	I	401(k)

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

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(9-02)

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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. 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 of Underlying Security (Instr. 3 and 4)
Phantom Stock	\$ 0 <sup>(3)</sup>	03/01/2017		A	5.747	<sup>(4)</sup> <sup>(4)</sup>	Common Stock	5.747 \$ 43.00

## 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. Stoffel, Attorney in Fact for Jeffrey S. Savage  
03/03/2017

\_\_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 23, 2017. 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 21, 2017).
- (3) Each share of phantom stock represents the right to receive the cash value of one share of common stock.
- (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"). Subject to certain timing restrictions and other limitations based on the source of the amount deferred, the reporting person may generally transfer some or all of the balance in the Plan's Company stock account into an alternative Plan investment account.
- (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 minor adjustments to the number of phantom shares credited to the reporting person's Company stock account due to the unitized nature of the Plan's Company stock fund.

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