

XCEL ENERGY INC
Form 4
February 21, 2014

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 *
Palmer Robert R

(Last) (First) (Middle)
1800 LARIMER STREET
(Street)

DENVER, CO 80202

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/19/2014

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)
Sr. VP, Pub Policy, Ext Affair

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/19/2014 | | A | | 6,894.344 | A | \$ 0 24,273.486 |
| Common Stock | 02/19/2014 | | F | | 3,472.344 | D | \$ 29.69 20,801.142 (1) |
| Common Stock | | | | | | I | 5,330.63 (2) 401(k) |

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

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number.

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) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Restricted Stock Units | \$ 0 ⁽³⁾ | 02/19/2014 | | A | 2,358 | ⁽⁴⁾ 12/31/2016 | Common Stock | 2,358 |
| Phantom Stock | \$ 0 ⁽³⁾ | 02/19/2014 | | A | 12,299 | ⁽⁵⁾ ⁽⁵⁾ | Common Stock | 12,299 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Palmer Robert R 1800 LARIMER STREET DENVER, CO 80202 | | | Sr. VP, Pub Policy, Ext Affair | |

Signatures

Tara M. Heine, Attorney in Fact for Robert R. Palmer 02/21/2014

**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) A fractional share interest was sold in connection with the vesting of the award. This amount also includes 378.142 shares of stock acquired pursuant to reinvestment of dividends.
- (2) Shares held in the Xcel Energy Stock Fund under the Xcel Energy 401(K) Savings Plan as of the most recent plan statement (Dec. 31, 2013).
- (3) Security converts to common stock on a one-for-one basis.
- (4) Award vests on Dec. 31, 2016.
- (5) Phantom stock representing long-term incentive award payments deferred into the Xcel Energy Deferred Compensation Plan that are held in the Xcel Energy common stock fund and are payable in shares of Xcel Energy common stock upon distribution.

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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