

XCEL ENERGY INC  
Form 4  
February 19, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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 \*  
O'Connor Timothy John

(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)  
02/17/2015

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)  
Senior VP and CNO

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                    | 02/17/2015                           |  | A                              |   | 1,737.607   | A  | \$ 0 5,872.607  | D |        |
| Common Stock                    | 02/17/2015                           |  | F                              |   | 969.607   | D  | \$ 35 4,903 <sup>(1)</sup>                            | D |        |
| Common Stock                    |                                      |  |                                |   |   |  | 292.09 <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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SEC 1474 (9-02)

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) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Phantom Stock                              | \$ 0 <sup>(3)</sup>                                    | 02/17/2015                           |  | A                              | 5,950   | <sup>(4)</sup> / <sup>(4)</sup>                          | Common Stock  | 5,950   |
| Phantom Stock                              | \$ 0 <sup>(3)</sup>                                    | 02/18/2015                           |  | A                              | 17.406  | <sup>(5)</sup> / <sup>(5)</sup>                          | Common Stock  | 17.406  |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| O'Connor Timothy John<br>414 NICOLLET MALL<br>MINNEAPOLIS, MN 55401 |               |           | Senior VP and CNO |       |

## Signatures

Tara M. Heine, Attorney in Fact for Timothy J. O'Connor

02/19/2015

\*\*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.
- (2) Shares held in the Xcel Energy Stock Fund under the Xcel Energy 401(k) Savings Plan as of the most recent plan statement (Jan. 15, 2015).
- (3) Security converts to common stock on a one-for-one basis.
- (4) 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.
- (5) Shares of phantom stock are payable in cash following termination of a reporting persons employment.

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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