

AVISTA CORP  
Form 4  
February 10, 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 \*  
MORRIS SCOTT L

(Last) (First) (Middle)  
1411 E MISSION AVE  
(Street)

SPOKANE, WA 99202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
AVISTA CORP [AVA]

3. Date of Earliest Transaction (Month/Day/Year)  
02/06/2014

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)  
Chairman, President and CEO

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. 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  | (D)  | Price   |
| Common Stock - 2011 Restricted Stock Award | 02/06/2014                           |  | F                  |   | 1,165<br><u>(1)</u>   | D  | \$ 28.09 157,538                                      |
| Common Stock - 2012 Restricted Stock Award | 02/06/2014                           |  | F                  |   | 1,104<br><u>(2)</u>   | D  | \$ 28.09 160,467                                      |

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|   |            |   |              |   |             |             |   |                    |
|---|------------|---|--------------|---|-------------|-------------|---|--------------------|
| Common<br>Stock -<br>2013<br>Restricted<br>Stock<br>Award | 02/06/2014 | F | 1,104<br>(3) | D | \$<br>28.09 | 163,397     | D |                    |
| Common<br>Stock -<br>2014<br>Restricted<br>Shares         | 02/06/2014 | A | 15,100       | A | (4)         | 178,497     | D |                    |
| Common<br>Stock held<br>in 401(k)<br>Investment<br>Plan   |            |   |              |   |             | 14,490,9497 | I | held by<br>Trustee |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |        |
|---|--|---|---|--------------------------------------|--|--|---|-------------------------------------|--------|
|   |  |   |   | Code V                               | (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title                               |        |
| Performance<br>Shares grant<br>for 2014             | (5)  | 02/06/2014                              |   | A                                    | 45,300   | (6)  | (6)   | Common<br>Stock                     | 45,300 |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

MORRIS SCOTT L  
1411 E MISSION AVE

Director 10% Owner Officer Other

Chairman, President and CEO

SPOKANE, WA 99202

## Signatures

/s/ Scott L.

02/10/2014

Morris

\_\_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) Shares withheld to cover income tax on last 1/3 vested portion of 2011 Restricted Stock Award.
- (2) Shares withheld to cover income tax on second 1/3 vested portion of 2012 Restricted Stock Award.
- (3) Shares withheld to cover income tax on first 1/3 vested portion of 2013 Restricted Stock Award.
- (4) Restricted shares vest 1/3 each year over a 3-year period and are payable in Avista Corp. Common Stock at the end of each year in the 3-year period.
- (5) No conversion price. Shares awarded if performance measure is met.
- (6) Each performance cycle is 3 years in length. Shares will be issued at the end of each 3-year cycle if performance measure is met.

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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