

Wilensky Scott M
Form 4
February 21, 2019

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Wilensky Scott M

(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)
02/19/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

EVP and General Counsel

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock	02/19/2019		A	12,227.916	A \$ 0	115,277.467	D
Common Stock	02/19/2019		M	5,392.652	A 11	120,670.119	D
Common Stock	02/19/2019		F	8,002.568	D \$ 53.46	112,667.551 (2)	D
Common Stock					5,896.277 (3)	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)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Phantom Stock	\$ 0 ⁽¹⁾	02/19/2019		A	3,949	⁽⁴⁾ ⁽⁴⁾	Common Stock 3,949
Restricted Stock Units	⁽¹⁾	02/19/2019		M	5,392.652 ⁽⁶⁾	⁽⁷⁾ ⁽⁷⁾	Common Stock 5,392.652

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wilensky Scott M 414 NICOLLET MALL MINNEAPOLIS, MN 55401			EVP and General Counsel	

Signatures

Jodee L. Marble, Attorney in Fact for Scott M. Wilensky

02/21/2019

 **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) Restricted stock units and phantom shares are settled in common stock on a one-for-one basis.
- (2) Fractional share interests relating to the settlement of restricted stock and performance share unit awards and relating to share withholding for taxes were settled in cash.
- (3) Shares held in the Xcel Energy Stock Fund under the Xcel Energy 401(k) Savings Plan as of plan statement dated February 15, 2019.
- (4) Shares of phantom stock become payable in accordance with the reporting person's distribution election made under the Issuer's Deferred Compensation Plan (the "Plan").
- (5) The number of shares of phantom stock reflects additional shares credited upon the deemed reinvestment of dividend equivalents as well as minor adjustments due the unitized nature of the Plan's Issuer stock fund.
- (6) Number of shares and units shown reflects the reinvestment of dividend equivalents since the original grant of 4,902 units.

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(7) Award vested on December 31, 2018 but was settled in shares of common stock on February 19, 2019.

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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