

# **XCEL ENERGY INC**

Reported by

## **O'CONNOR TIMOTHY JOHN**

### **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 02/21/19 for the Period Ending 02/19/19

Address	414 NICOLLET MALL MINNEAPOLIS, MN, 55401
Telephone	6123305500
CIK	0000072903
Symbol	XEL
SIC Code	4931 - Electric and Other Services Combined
Industry	Electric Utilities
Sector	Utilities
Fiscal Year	12/31

# FORM 4

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

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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 or  
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person - *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
<b>O'Connor Timothy John</b>	<b>XCEL ENERGY INC [ XEL ]</b>	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>SVP and CNO</b>
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	
<b>414 NICOLLET MALL</b>	<b>2/19/2019</b>	
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
<b>MINNEAPOLIS, MN 55401</b>		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City) (State) (Zip)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	2/19/2019		A		304.125	A	\$0	10964.888 (1)	D	
Common Stock	2/19/2019		M		4314.561	A	(2)	15279.449	D	
Common Stock	2/19/2019		F		1557.686	D	\$53.46	13721.763 (3)	D	
Common Stock								334.543 (4)	I	401(k)

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock	\$0 (2)	2/19/2019		A		12637.00	(5)	(5)	Common Stock	12637.00	\$53.46	83146.852 (6)	D	
Restricted Stock Units	(2)	2/19/2019		M		4314.561 (7)	(8)	(8)	Common Stock	4314.561	\$0	0	D	

#### Explanation of Responses:

- (1) This amount also includes 35.578 shares of stock acquired since the reporting person's last report pursuant to the reinvestment of dividends.
- (2) Restricted stock units and phantom shares are settled in common stock on a one-for-one basis.
- (3) 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.
- (4) Shares held in the Xcel Energy Stock Fund under the Xcel Energy 401(k) Savings Plan as of plan statement dated February 15, 2019.
- (5) 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").
- (6) 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.
- (7) Number of shares and units shown reflects the reinvestment of dividend equivalents since the original grant of 3,922 units.
- (8) Award vested on December 31, 2018 but was settled in shares of common stock on February 19, 2019.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>O'Connor Timothy John</b> <b>414 NICOLLET MALL</b>			<b>SVP and CNO</b>	

**Signatures**

**Jodee L. Marble, Attorney in Fact for Timothy John O'Connor**

**2/21/2019**

**\*\***Signature of Reporting Person

Date

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

\* 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).

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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