

OTTER TAIL CORP
Form 4
August 31, 2006

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 *
MACFARLANE JOHN C

2. Issuer Name and Ticker or Trading Symbol
OTTER TAIL CORP [OTTR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
215 S CASCADE ST
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/29/2006

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

FERGUS FALLS, MN 56537-2801
(City) (State) (Zip)

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

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 Ownership (Instr. 4)
				Code	V Amount (A) or (D) Price			
Common Stock	08/29/2006		M		13,000 A \$ 19.1875	15,305	D	
Common Stock	08/29/2006		S		8,599 D \$ 30.25	6,706	D	
Common Stock	08/29/2006		S		2,200 D \$ 30.26	4,506	D	
Common Stock	08/29/2006		S		2,100 D \$ 30.27	2,406	D	
Common Stock	08/29/2006		S		101 D \$ 30.28	2,305 ⁽¹⁾	D	

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

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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 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. Amount or Number of Shares
Stock Options (right to buy)	\$ 19.1875	08/29/2006		M	13,000	<u>(2)</u> 02/22/2009	Common Stock	52,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MACFARLANE JOHN C
215 S CASCADE ST
FERGUS FALLS, MN 56537-2801

X

Signatures

/s/ John C MacFarlane by Debra J Lill
-POA

08/31/2006

__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).

These shares are held jointly with his wife. See below for holdings: 1. Direct holding of 24,575.2142 shares held in Dividend Reinvestment Plan. 2. Direct holding of 2,373.0408 shares held in Employee Stock Purchase Plan. 3. Direct holding of 4,100 shares

(1) which is a grant of Restricted Stock. 4. Direct holding of 7,861 shares which no longer carries the restriction. 5. Indirect holding of 20,462.6689 shares held by ESOP. 6. Indirect holding of 3,441.2810 shares held by an IRA. 7. 100,000 stock options with expiration date of 4/9/2010. 8. 100,000 stock options with expiration date of 4/8/2011.

(2) The options become exercisable in four equal annual installments on the anniversaries of the date of grant, beginning February 23, 2000.

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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