XCEL ENERGY INC Form 4 March 31, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

Form 5 obligations may continue. See Instruction

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(b).

(Last)

1. Name and Address of Reporting Person <u>*</u> SAMPSON A PATRICIA

(First)

(Street)

(Middle)

2. Issuer Name **and** Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

XCEL ENERGY INC [XEL]

(Check all applicable)

3385 SYCAMORE LANE

3. Date of Earliest Transaction

(Month/Day/Year)

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

03/27/2009

below) below)

6. Individual or Joint/Group Filing(Check

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

Applicable Line)
X Form filed by One Reporting Person

___ Form filed by More than One Reporting

Person

PLYMOUTH, MN 55441

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect

3. 4. Securities
TransactionAcquired (A) or
Code Disposed of (D)
(Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Form:
Beneficially (D) or
Owned Indirect
Following (Instr.

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4)

(A) or Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

1,639.38 (1) D

Common Stock

(Instr. 3)

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

(Month/Day/Year)

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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)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exer	cisable and	7. Title and A	Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration D	Expiration Date		Underlying Securities	
Security	or Exercise		any	Code	Securities	(Month/Day/	Year)	(Instr. 3 and	4)	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)					(Inst
	Derivative				or Disposed o	f				
	Security				(D)					
	· ·				(Instr. 3, 4,					
					and 5)					
				C 1 W	(A) (D)	. D.	E	m: a		
				Code V	(A) (D	·	Expiration	Title	Amount	
						Exercisable	Date		or	
									Number	
									of Shares	
Phantom						(2)	(2)	Common		
Stock	$$0^{(2)}$	03/27/2009		A	171.24	(3)	(3)	Stock	171.24	\$ 1
Stock								Stock		

Reporting Owners

Reporting Owner Name / Address	Relationships						
Transfer and the same and the s	Director	10% Owner	Officer Other				
SAMPSON A PATRICIA 3385 SYCAMORE LANE	X						
PLYMOUTH, MN 55441	11						

Signatures

Carol J. Peterson, Attorney-in-Fact for A. Patricia
Sampson

03/31/2009

**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) Includes 21.01 shares of stock acquired pursuant to reinvestment of dividends.
- (2) Security converts to common stock on a one-for-one basis.
- (3) Shares of phantom stock are payable in shares of common stock following termination of reporting person's service. Partial shares are payable in cash.
- (4) Includes 777.83 shares of stock acquired pursuant to reinvestment of dividends.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2