

GREEN MOUNTAIN POWER CORP  
 Form 4  
 April 04, 2005

**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 \*  
**OAKES WALTER S**

2. Issuer Name and Ticker or Trading Symbol  
**GREEN MOUNTAIN POWER CORP [GMP]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**163 ACORN LANE**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**03/31/2005**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Vice President**

**COLCHESTER, VT 05446**

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

(City) (State) (Zip)

**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)
			Code	V Amount (A) or (D) Price			
Common Stock	03/31/2005		F <sup>(1)</sup>	298 D \$ 29.42	2,249.8986 (2)	D	
Common Stock	04/01/2005		M <sup>(3)</sup>	1,000 A \$ 7.9	3,249.8986 (2)	D	
Common Stock	04/01/2005		S <sup>(3)</sup>	1,000 D \$ 29.05	2,249.8986 (2)	D	
Common Stock					1,928.6384 (4)	I	By 401(k) Plan

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)	\$ 7.9	04/01/2005		M <sup>(3)</sup>	1,000	<sup>(5)</sup> 08/22/2010	Common Stock	1,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OAKES WALTER S 163 ACORN LANE COLCHESTER, VT 05446			Vice President	

## Signatures

Donald J. Rendall, Jr.,  
Attorney-In-Fact

04/04/2005

\_\_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).

(5) The option is currently exercisable for 18,000 shares.

(3) The exercise of stock options and the sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 29, 2004.

(1) Disposition represents withholding of common shares to satisfy tax withholding obligations associated with the vesting of stock units granted on February 9, 2004 and deferred to March 31, 2005.

(2)

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Includes 6.3012 shares acquired between December 31, 2004 and April 1, 2005 under the GMP Dividend Reinvestment Plan. The information in this report is based on a plan statement as of April 1, 2005.

- (4) Includes 14.6721 shares acquired between November 15, 2004 and April 1, 2005 under the GMP 401(k) plan. The information in this report is based on a plan statement as of April 1, 2005.

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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