

DUTTON CHRISTOPHER L
 Form 4
 May 25, 2006

FORM 4

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

OMB APPROVAL

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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 *
 DUTTON CHRISTOPHER L

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)
 05/23/2006

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

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	05/23/2006		A ⁽¹⁾		17,719	A	\$ 0
Common Stock	05/23/2006		F ⁽³⁾		2,620	D	\$ 28.64
Common Stock					6,294.3151	I	⁽⁴⁾
Common Stock					61.8326	I	⁽⁵⁾
Common Stock					61.8326	I	⁽⁶⁾

By 401(k) plan
 By wife for daughter
 By wife for son

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on a plan statement as May 23, 2006.

- These shares are held by the reporting person's wife as custodian for son under Uniform Gifts to Minors Act. Includes .5986 shares
- (6) acquired between January 20, 2006 and May 23, 2006 under the GMP dividend reinvestment plan. The information in this report is based on a plan statement as of May 23, 2006.

- Shares represent stock units that will be payable on a one-for-one basis in shares of common stock at vesting. 50 percent of the stock units
- (1) will vest on May 22, 2007 and the remaining 50 percent of the stock units will vest on May 22, 2008. The vesting dates are subject to deferral at the election of the reporting person.

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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