

GREEN MOUNTAIN POWER CORP

Form 8-K

July 27, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of The Securities Exchange Act Of 1934**

July 26, 2005

Date of Report (Date of earliest event reported)

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**GREEN MOUNTAIN POWER CORPORATION**

(Exact name of registrant as specified in its charter)

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**VERMONT**

(State of other jurisdiction of incorporation)

**1-8291**  
(Commission File Number)

**03-0127430**  
(IRS Employer Identification Number)

163 ACORN LANE

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COLCHESTER, VT 05446

(Address and zip code of principal executive offices)

(802) 864-5731

(Registrant's telephone number, including area code)

N/A

(Former name of former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01 Entry into a Material Definitive Agreement.**

On July 26, 2005, Green Mountain Power Corporation (the Company) entered into 2005 Director Deferred Stock Unit Agreements (the Deferred Stock Unit Agreements) with each of Elizabeth A. Bankowski, Nordahl L. Brue, chair, William H. Bruett, Merrill O. Burns, David R. Coates, Kathleen C. Hoyt, Euclid A. Irving and Marc A. vanderHeyden. Pursuant to the Deferred Stock Unit Agreements, the Company granted 1,100 Stock Units to each of the above-named directors under the Green Mountain Power Corporation 2004 Stock Incentive Plan.

Each Stock Unit represents the right to receive one share of the Company's Common Stock pursuant to a vesting schedule set forth in the Deferred Stock Unit Agreements. The Deferred Stock Unit Agreements are filed as Exhibits 10.1, 10.2, 10.3, 10.4, 10.5, 10.6, 10.7 and 10.8 to this Current Report on Form 8-K and are incorporated herein by reference.

The Company's board of directors and its compensation committee authorized the Company to enter into the Deferred Stock Unit Agreements.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits.

| <u>Exhibit</u> | <u>Description</u>   |
|----------------|--|
| 10.1           | 2005 Director Deferred Stock Unit Agreement with Elizabeth A. Bankowski, dated July 26, 2005 |
| 10.2           | 2005 Director Deferred Stock Unit Agreement with Nordahl L. Brue, dated July 26, 2005        |
| 10.3           | 2005 Director Deferred Stock Unit Agreement with William H. Bruett, dated July 26, 2005      |
| 10.4           | 2005 Director Deferred Stock Unit Agreement with Merrill O. Burns, dated July 26, 2005       |
| 10.5           | 2005 Director Deferred Stock Unit Agreement with David R. Coates, dated July 26, 2005        |
| 10.6           | 2005 Director Deferred Stock Unit Agreement with Kathleen C. Hoyt, dated July 26, 2005       |
| 10.7           | 2005 Director Deferred Stock Unit Agreement with Euclid A. Irving, dated July, 2005          |
| 10.8           | 2005 Director Deferred Stock Unit Agreement with Marc A. vanderHeyden, dated July 26, 2005   |

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Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GREEN MOUNTAIN POWER CORPORATION

(Registrant)

By: /s/ Robert J. Griffin

July 26, 2005

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Robert J. Griffin

Date

Vice President, Chief Financial Officer, Treasurer

and Principal Accounting Officer

**EXHIBIT INDEX**

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