TERRY STEPHEN C

Form 4

August 26, 2005

FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

Estimated average **SECURITIES** burden hours per

response... 0.5

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

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * TERRY STEPHEN C			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) 163 ACORN I	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/25/2005	Director 10% Owner Officer (give title Other (specify below) Senior Vice President			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
COLCHESTE	R, VT 05440	6		Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tabl	e I - Non-D	D erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	08/25/2005		Code V M(1)	Amount 1,000		Price \$ 7.9	(Instr. 3 and 4) 9,830.2014 (2)	D	
Common Stock	08/25/2005		S <u>(1)</u>	1,000	D	\$ 30.25	8,830.2014 (2)	D	
Common Stock							4,869.4813 (3)	I	By 401(k) plan.
Common Stock							10	I	By wife

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

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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. Transactio Code (Instr. 8)	5. Number omf Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 7.9	08/25/2005		M (1)		1,000	<u>(4)</u>	08/22/2010	Common Stock	1,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

TERRY STEPHEN C 163 ACORN LANE COLCHESTER, VT 05446

Senior Vice President

Signatures

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

08/26/2005

**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).
- (4) The Option is currently exercisable for 15,000 shares.
- (3) Includes 78.0682 shares acquired between May 27, 2005 and August 25, 2005 under the GMP 401(k) plan. The information in this report is based on a plan statement as of August 25, 2005.
- (1) 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.

(2)

Reporting Owners 2

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Includes .2531 shares acquired between April 14, 2005 and August 25, 2005 under the GMP dividend reinvestment plan. The information is this report is based on a plan statement as of August 25, 2005.

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.