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GREEN MOUNTAIN POWER CORP

Form 4 May 25, 2006

FORM 4

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

OMB APPROVAL OMB

3235-0287 Number: January 31, Expires:

2005 Estimated average burden hours per

response... 0.5

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

obligations

may continue.

See Instruction

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

1(b).

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * GRIFFIN ROBERT J			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)	, ,	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/23/2006					Director 10% Owner _X Officer (give title Other (specify below) Vice President				
COLCHES	(Street) TER, VT 05446				dment, Date Original h/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tab	le I - No	on-D	erivative)	Secu	rities Acq	quired, Disposed	of, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Execution any	ned n Date, if Day/Year)	3. Transa Code (Instr.	8)	4. Securin(A) or Di (Instr. 3,	ispose	d of (D)	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)	
Common Stock	05/23/2006			A(1)		3,403	A	\$ 0	9,784.6192 (2)	D		
Common Stock	05/23/2006			F(3)		348	D	\$ 28.64	9,436.6192 (2)	D		
Common Stock	ion								12,181.992 (4)	I	By 401(k)	

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

Custodian

for Sons

513

Ι

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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)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Date		Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									mount		
						Date	Expiration	01			
						Exercisable	Date				
								of			
				Code V	(A) (D)			S	hares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

GRIFFIN ROBERT J 163 ACORN LANE COLCHESTER, VT 05446

Vice President

Signatures

Donald J. Rendall, 05/25/2006 Attorney-In-Fact

**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).
- Includes 116.7736 shares acquired between February 16, 2006 and May 23, 2006 under the GMP 401(k) plan. The information in this **(4)** report is based on a plan statement as of May 23, 2006.
- Disposition represents withholding of common shares to satisfy tax withholding oblgiations associated with the vesting of stock units **(3)** granted on May 27, 2005.
- Includes 1362.5284 shares acquired between February 16, 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.

Reporting Owners 2

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