

GREEN MOUNTAIN POWER CORP

Form 4

October 04, 2006

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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(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)  
10/02/2006

☐ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 10/02/2006                              |                                                             | M <sup>(1)</sup>                     | V Amount (A) or (D) Price<br>1,500 A \$ 7.9                             | 42,374.3933<br>(2)                                                                                                 | D                                                                    |                                                                   |
| Common<br>Stock                       | 10/02/2006                              |                                                             | S <sup>(1)</sup>                     | 1,500 D \$ 33.23                                                        | 40,874.3933<br>(2)                                                                                                 | D                                                                    |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 6,513.7687 (3)                                                                                                     | I                                                                    | By 401(k)<br>plan                                                 |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 62.8641 (4)                                                                                                        | I                                                                    | By wife<br>for<br>daughter                                        |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 62.8641 (5)                                                                                                        | I                                                                    | By wife<br>for son                                                |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|---------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                       | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of<br>Shares                              |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 7.9                                                             | 10/02/2006                              |                                                             | M <sup>(1)</sup>                     | 1,500                                                                                                           | <sup>(6)</sup>                                                 | 08/22/2010         | Common<br>Stock                                                     | 1,500                                                               |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                         |       |
|----------------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                                | Director      | 10% Owner | Officer                 | Other |
| DUTTON CHRISTOPHER L<br>163 ACORN LANE<br>COLCHESTER, VT 05446 | X             |           | Chief Executive Officer |       |

## Signatures

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

10/04/2006

\_\_\_\_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).

(2) Includes 126.6366 shares acquired between July 3, 2006 and October 2, 2006 under the GMP dividend reinvestment plan. The information in this report is based on a plan statement as of October 2, 2006.

(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 21, 2005.

(3)

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Includes 100.8144 shares acquired between July 3, 2006 and October 2, 2006 under the GMP 401(k) plan. The information in this report is based on a plan statement as of October 2, 2006.

- (6) The Option is currently exercisable for 44,000 shares.

These shares are held by the reporting person's wife as custodian for daughter under Uniform Gifts to Minors Act. Includes .5223 shares

- (4) acquired between July 3, 2006 and October 2, 2006 under the GMP dividend reinvestment plan. The information in this report is based on a plan statement as of October 2, 2006.

These shares are held by the reporting person's wife as custodian for son under Uniform Gifts to Minors Act. Includes .5223 shares

- (5) acquired between July 3, 2006 and October 2, 2006 under the GMP dividend reinvestment plan. The information in this report is based on a plan statement as of October 2, 2006.

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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