

Stolper Thomas R  
Form 4/A  
March 11, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Stolper Thomas R

(Last) (First) (Middle)

133 SOUTH BLAIR STREET, POST OFFICE BOX 1231

(Street)

MADISON, WI 53701-1231

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
MGE ENERGY INC [MGEE]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/08/2011

4. If Amendment, Date Original Filed(Month/Day/Year)  
03/10/2011

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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)
				(A) or (D) Code V Amount (D) Price			
MGEE Common Stock	03/08/2011		P	A \$ 40.9164	700	I	By IRA
MGEE Common Stock					1,200	D <sup>(1)</sup>	

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)

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V (A) (D)		Date Exercisable Expiration Date	Title Number of Shares		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stolper Thomas R 133 SOUTH BLAIR STREET POST OFFICE BOX 1231 MADISON, WI 53701-1231	X			

## Signatures

/s/ Thomas R. Stolper 03/11/2010

\_\_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).

(1) This amendment is being filed because the original Form 4 incorrectly showed 200 shares held by IRA and 1,700 shares held direct.

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. ONT-FAMILY: Times New Roman">

Directors:

Robert W. Blake  
President of W. R. Blake & Sons, Inc.  
196-20 Northern Boulevard  
Flushing, NY 11358

Douglas G. DeVivo

General Partner of ALCE Partners, L.P.  
One First Street, Suite 16  
Los Altos, CA 94022

Douglas R. Jamieson

President

Officers:

Douglas R. Jamieson	See above
Christopher J. Michailoff	Secretary
Jeffrey M. Farber	Chief Financial Officer

Gabelli & Company, Inc.  
Directors:

James G. Webster, III	Chairman & Interim President
Irene Smolicz	Senior Trader Gabelli & Company, Inc.

Officers:

James G. Webster, III	See Above
Bruce N. Alpert	Vice President - Mutual Funds
Diane M. LaPointe	Treasurer
Douglas R. Jamieson	Secretary

Gabelli Foundation, Inc.  
Officers:

Mario J. Gabelli	Chairman, Trustee & Chief Investment Officer
Elisa M. Wilson	President

MJG-IV Limited Partnership  
Officers:

Explanation of Responses:

Mario J. Gabelli

General Partner

SCHEDULE II  
 INFORMATION WITH RESPECT TO  
 TRANSACTIONS EFFECTED DURING THE PAST SIXTY DAYS OR  
 SINCE THE MOST RECENT FILING ON SCHEDULE 13D (1)

DATE	SHARES PURCHASED SOLD(-)	AVERAGE PRICE(2)
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COMMON STOCK-DIEDRICH  
 COFFEE INC

GABELLI  
 SECURITIES, INC.

1/08/10	1,000-	34.9566
12/22/09	1,000-	34.9000

GABELLI ASSOCIATES LIMITED

1/08/10	4,000-	34.9566
1/07/10	1,000-	34.9400
1/06/10	2,000-	34.9386
1/05/10	500-	34.9150
1/04/10	1,000-	34.9034
12/30/09	2,500-	34.9016
12/29/09	1,500-	34.8908
12/28/09	2,000-	34.8800
12/23/09	2,000-	34.8867
12/21/09	1,000-	34.8730

GABELLI ASSOCIATES FUND II

12/21/09	1,000-	34.8730
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GABELLI ASSOCIATES FUND

1/08/10	12,197-	34.9566
1/07/10	1,503-	34.9400
1/06/10	5,015-	34.9386
1/05/10	2,500-	34.9150
1/04/10	3,539-	34.9034
12/31/09	400-	34.8900
12/30/09	7,012-	34.9016
12/29/09	4,500-	34.8908
12/28/09	2,500-	34.8800
12/24/09	3,101-	34.8668
12/23/09	3,780-	34.8867
12/22/09	1,750-	34.9000
12/21/09	2,281-	34.8730
12/18/09	1,353-	34.8130

GAMCO ASSET MANAGEMENT

INC.

12/28/09	200	34.8200
12/28/09	3,700	34.8468

(1) UNLESS OTHERWISE INDICATED, ALL TRANSACTIONS WERE EFFECTED

ON THE NASDAQ GLOBAL  
MARKET.

(2) PRICE EXCLUDES COMMISSION.

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