XCEL ENERGY INC Form 4

December 29, 2005

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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OMB APPROVAL

response...

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

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SAMPSON A PATRICIA

2. Issuer Name and Ticker or Trading Symbol

XCEL ENERGY INC [XEL]

5. Relationship of Reporting Person(s) to

Issuer

(First) (Last)

3385 SYCAMORE LANE

(Middle)

(Month/Day/Year) Execution Date, if

3. Date of Earliest Transaction

(Month/Day/Year)

12/28/2005

X_ Director 10% Owner Other (specify Officer (give title

6. Individual or Joint/Group Filing(Check

(Check all applicable)

below)

(Street)

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

Applicable Line)

X 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

PLYMOUTH, MN 55441

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(9-02)

Reported Transaction(s)

or Code V Amount (D) Price

(A)

(Instr. 3 and 4)

Common Stock

Security

(Instr. 3)

1,417.97 (1) D

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exer	cisable and	7. Title and A	Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration D	Expiration Date		Underlying Securities	
Security	or Exercise		any	Code	Securities	(Month/Day/	Year)	(Instr. 3 and	4)	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)					(Inst
	Derivative				or Disposed of	f				
	Security				(D)					
	,				(Instr. 3, 4,					
					and 5)					
				G 1 17	(A) (B)	\ D :		m: 1		
				Code V	(A) (D)	·	Expiration	Title	Amount	
						Exercisable	Date		or	
									Number	
									of Shares	
Phantom								Common		
	$\$ 0 \frac{(2)}{}$	12/28/2005		A	310.75	(3)	(3)		310.75	\$ 13
Stock								Stock		

Reporting Owners

Reporting Owner Name / Address	Relationships						
Transfer and an area area.	Director	10% Owner	Officer Other				
SAMPSON A PATRICIA 3385 SYCAMORE LANE	X						
PLYMOUTH, MN 55441							

Signatures

Carol J. Peterson, Attorney-in-Fact for A. Patricia
Sampson

12/29/2005

**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).
- (1) Includes 16.67 shares of stock acquired pursuant to reinvestment of dividends.
- (2) Security converts to common stock on a one-for-one basis.
- (3) Shares of phantom stock are payable in shares of common stock following termination of reporting person's service. Partial shares are payable in cash.
- (4) Includes 464.25 shares of stock acquired pursuant to reinvestment of dividends.

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.

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