

Policinski Christopher J.
 Form 4
 January 02, 2018

FORM 4

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

OMB APPROVAL

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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 *
 Policinski Christopher J.

2. Issuer Name and Ticker or Trading Symbol
 XCEL ENERGY INC [XEL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 414 NICOLLET MALL
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/28/2017

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

MINNEAPOLIS, MN 55401

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 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 Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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 Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|

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| Derivative Security | | Date Exercisable | Disposed of (D) (Instr. 3, 4, and 5) | | Date | Expiration Date | Title | Amount or Number of Shares |
|------------------------|---------------------|------------------|--------------------------------------|------------------------|----------------|-----------------|--------------|----------------------------|
| | | | (A) | (D) | | | | |
| Stock Equivalent Units | \$ 0 ⁽¹⁾ | 12/28/2017 | A | 784.519 ⁽²⁾ | ⁽¹⁾ | ⁽¹⁾ | Common Stock | 784.519 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Policinski Christopher J. 414 NICOLLET MALL MINNEAPOLIS, MN 55401 | | X | | |

Signatures

Tara M. Stoffel, Attorney in Fact for Christopher J. Policinski 01/02/2018

__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) Each stock equivalent unit is the economic equivalent of one share of common stock. Whole stock equivalent units are payable in shares of common stock following termination of a reporting person's service as a director; fractional units are payable at such time in cash.
 - Of the 784.519 stock equivalent units, 653.766 were granted at a price of \$47.80 per unit in connection with the reporting person's
- (2) election to defer receipt of quarterly cash director retainers, and 130.753 were granted at no cost to the reporting person as a 20% premium on the amount of such retainer.
- (3) Includes 544.959 stock equivalent units acquired pursuant to the reinvestment of dividend equivalents during the current quarter.

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.