#### GREEN MOUNTAIN POWER CORP

Form 4 May 25, 2005

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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

obligations may continue.

Check this box

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

**SECURITIES** 

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person \* **DUTTON CHRISTOPHER L** 

2. Issuer Name and Ticker or Trading Symbol

**GREEN MOUNTAIN POWER** CORP [GMP]

(Last) (First) (Middle)

163 ACORN LANE

(Street)

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

05/23/2005

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

5. Relationship of Reporting Person(s) to

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

\_X\_ Director 10% Owner X\_ Officer (give title \_ Other (specify below)

Chief Executive Officer

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

#### COLCHESTER, VT 05446

(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)	ransaction(A) or Disposed of (D) ode (Instr. 3, 4 and 5) nstr. 8)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	05/23/2005		M(1)	6,800	A	\$ 7.9	18,268.9875	D		
Common Stock	05/23/2005		S(1)	500	D	\$ 29.35	17,768.9875	D		
Common Stock	05/23/2005		S <u>(1)</u>	200	D	\$ 29.36	17,568.9875	D		
Common Stock	05/23/2005		S(1)	200	D	\$ 29.4	17,368.9875	D		
Common Stock	05/23/2005		S <u>(1)</u>	900	D	\$ 29.5	16,468.9875	D		

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Common Stock	05/23/2005	S <u>(1)</u>	200	D	\$ 29.51	16,268.9875	D	
Common Stock	05/23/2005	S(1)	200	D	\$ 29.52	16,068.9875	D	
Common Stock	05/23/2005	S <u>(1)</u>	100	D	\$ 29.55	15,968.9875	D	
Common Stock	05/23/2005	S(1)	3,600	D	\$ 29.59	12,368.9875	D	
Common Stock	05/23/2005	S <u>(1)</u>	400	D	\$ 29.6	11,968.9875	D	
Common Stock	05/23/2005	S <u>(1)</u>	100	D	\$ 29.64	11,868.9875	D	
Common Stock	05/23/2005	S <u>(1)</u>	400	D	\$ 29.74	11,468.9875	D	
Common Stock	05/24/2005	M(1)	1,500	A	\$ 7.9	12,968.9875	D	
Common Stock	05/24/2005	S(1)	600	D	\$ 29.45	12,368.9875	D	
Common Stock	05/24/2005	S(1)	500	D	\$ 29.55	11,868.9875	D	
Common Stock	05/24/2005	S <u>(1)</u>	100	D	\$ 29.56	11,768.9875	D	
Common Stock	05/24/2005	S <u>(1)</u>	300	D	\$ 29.61	11,468.9875	D	
Common Stock						5,761.8838 (2)	I	By 401(k) plan
Common Stock						59.741 <u>(3)</u>	I	By wife for daughter
Common Stock						59.741 <u>(4)</u>	I	By wife for son

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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. 1
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	omf Derivative	Expiration Date	Underlying Securities	De
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Sec

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(Instr.	3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	(D)	r osed of 3, 4,					(Ii
					Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Optio (Righ buy)	ns	\$ 7.9	05/23/2005		M(1)			6,800	<u>(5)</u>	08/22/2010	Common Stock	6,800	
Stock Optio (Righ buy)	ns	\$ 7.9	05/24/2005		M(1)			1,500	<u>(5)</u>	08/22/2010	Common Stock	1,500	

### **Reporting Owners**

Reporting Owner Name / Address	Relationships							
Topolonia o Hina Huma / Huma oss	Director	10% Owner	Officer	Other				
DUTTON CHRISTOPHER L 163 ACORN LANE	X		Chief Executive Officer					
COLCHESTER, VT 05446								

## **Signatures**

Donald J. Rendall, Jr., Attorney-In-Fact 05/25/2005

\*\*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).
- (2) Includes 94.0428 shares acquired between April 1, 2005 and May 23, 2005 under the GMP 401(k) plan. The information in this report is based on a plan statement as of May 23, 2005.
- (5) The Option is currently exercisable for 53,700 shares.
- (3) These shares are held by the reporting person's wife as custodian for daughter under Uniform Gifts to Minors Act.
- (4) These shares are held by the reporting person's wife as custodian for son under Uniform Gifts to Minors Act.
- 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 May 17, 2005.

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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