POWELL MARY G

Form 4 June 24, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * POWELL MARY G			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			GREEN MOUNTAIN POWER CORP [GMP]	(Check all applicable)			
(Last) 163 ACORN	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/23/2005	Director 10% OwnerX Officer (give title Other (specify below) Chief Operating Officer			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)			
COLCHESTER, VT 05446				_X_ Form filed by One Reporting Person Form filed by More than One Reportin 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. Transactio Code (Instr. 8)				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)
Common Stock	06/23/2005		Code V M	Amount 1,800	(D)	Price \$ 7.9	15,412.4326	D	
Common Stock	06/23/2005		S	1,600	D	\$ 28.95	13,812.4326	D	
Common Stock	06/23/2005		S	100	D	\$ 29.24	13,712.4326	D	
Common Stock	06/23/2005		S	100	D	\$ 29.25	13,612.4326	D	
Common Stock							2,411.2898	I	By 401(k) Plan

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

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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. Transactic Code (Instr. 8)	Transaction Derivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 7.9	06/23/2005		M	1,80	00	<u>(1)</u>	08/22/2010	Common Stock	1,800

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

POWELL MARY G 163 ACORN LANE COLCHESTER, VT 05446

Chief Operating Officer

Signatures

Donald J. Rendall, Jr., Attorney-In-Fact 06/24/2005

**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) The Option is currently exercisable for 6,000 shares.

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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