#### COATES DAVID R

Form 4 April 16, 2007

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

**OMB APPROVAL** 

Number:

3235-0287

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

obligations may continue.

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

See Instruction

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading COATES DAVID R Issuer Symbol GREEN MOUNTAIN POWER (Check all applicable) CORP [GMP] (First) (Middle) 3. Date of Earliest Transaction

X\_ Director 10% Owner Officer (give title

6. Individual or Joint/Group Filing(Check

below)

Other (specify

163 ACORN LANE

04/12/2007

(Month/Day/Year)

Filed(Month/Day/Year)

4. If Amendment, Date Original

Applicable Line)

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

D

Person

COLCHESTER, VT 05446

(Street)

(State)

(Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 6. Ownership 7. Nature of 2. Transaction Date 2A. Deemed 1.Title of 3. 4. Securities Acquired 5. Amount of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Form: Direct Indirect Beneficially (Instr. 3) Code Beneficial (D) (D) or any (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Ownership Indirect (I) Following (Instr. 4) (Instr. 4) Reported

(A) Transaction(s) or (Instr. 3 and 4)

Amount (D) Price

Code V

Common 11,360 04/12/2007  $D^{(1)}$ D \$ 35 0 (2) Stock

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)

#### Edgar Filing: COATES DAVID R - Form 4

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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)	5. Number ction Derivative Securities 3) 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 1 2 (
				Code V	(A) (I	D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to Buy)	\$ 7.9	04/12/2007		D	2,0	000	(3)	08/22/2010	Common Stock	2,000	
Stock Options (Right to Buy)	\$ 18.33	04/12/2007		D	2,0	000	(3)	02/01/2012	Common Stock	2,000	

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
reporting owner runner runners	Director	10% Owner	Officer	Other			
COATES DAVID R 163 ACORN LANE COLCHESTER, VT 05446	X						

### **Signatures**

/s/Donald J. Rendall, Jr., Attorney-In-Fact

04/16/2007

\*\*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) Under the Agreement and Plan of Merger by and among Northern New England Energy Corporation, Northstars Merger Subsidiary

  Corporation and Green Mountain Power Corporation pursuant to which Northstars Merger Subsidiary Corporation was merged into

  Green Mountain Power Corporation (the "Merger"), each share of Green Mountain Power Corporation common stock outstanding at the effective time of the Merger was converted into the right to receive \$35.00 in cash.
- Includes 2,160 deferred stock units for which vesting has been deferred and which will be paid, with interest, no later than January 2, (2) 2008. Under the Agreement and Plan of Merger, at the effective time of the Merger each deferred stock unit was cancelled in exchange for the right to receive the product of (i) the number of shares subject to such deferred stock units and (ii) \$35.00 in cash.
- Under the Agreement and Plan of Merger, each outstanding stock option outstanding at the effective time of the Merger was cancelled in exchange for a cash payment equal to the product of (i) the total number of shares subject to such option and (ii) the amount by which \$35.00 exceeds the exercise price per share subject to such option.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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