XCEL ENERGY INC Form 4 May 15, 2008

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if no longer

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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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).

(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 DAVIS RICHARD K Issuer Symbol XCEL ENERGY INC [XEL] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) X_ Director 10% Owner Other (specify Officer (give title 800 NICOLLET MALL, SUITE 05/14/2008 below) 2300 4. If Amendment, Date Original (Street) 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting MINNEAPOLIS, MN 55402 (City) (State) (Zip) Table I - Non-Derivative Securities Against Disposed of an Deneficially Owned

| (- 3) | () | \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ | ie i - Non- | Derivative Secu | rities Acqui | rea, Disposea oi, | or Beneficiali | y Ownea |
|-----------------|---------------------|---------------------------------------|------------------------------|-----------------|---------------|-------------------|----------------|--------------|
| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. | 4. Securities A | cquired (A) | 5. Amount of | 6. | 7. Nature of |
| Security | (Month/Day/Year) | Execution Date, if | Transactionr Disposed of (D) | | | Securities | Ownership | Indirect |
| (Instr. 3) | | any | Code (Instr. 3, 4 and 5) | | | Beneficially | Form: | Beneficial |
| | | (Month/Day/Year) | (Instr. 8) | | | Owned | Direct (D) | Ownership |
| | | | | | | Following | or Indirect | (Instr. 4) |
| | | | | (4) | | Reported | (I) | |
| | | | | (A) | | Transaction(s) | (Instr. 4) | |
| | | | C 1 W | or | ъ. | (Instr. 3 and 4) | | |
| _ | | | Code V | Amount (D) | Price | | | |
| Common Stock | 05/14/2008 | | P | 3,495 A | \$ 21.4279 | 7,697 | D | |

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)

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8. Price of Derivative Security (Instr. 5)

| 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. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | • | ate | 7. Title and A Underlying S (Instr. 3 and | Securities | 8 1 5 (|
|---|---|---|---|--|---|---------------------|--------------------|---|--|---------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Phantom Stock | \$ 0 (1) | | | | | (2) | (2) | Common Stock | 0 | |

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

DAVIS RICHARD K
800 NICOLLET MALL
SUITE 2300

Signatures

MINNEAPOLIS, MN 55402

Carol J. Peterson, Attorney-in-Fact for Richard K.
Davis

05/15/2008

**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) Security converts to common stock on a one-for-one basis.
- (2) Shares of phantom stock are payable in shares of common stock following termination of reporting person's service. Partial shares are payable in cash.
- (3) Includes 305.9 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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