TERRY STEPHEN C

Form 4

January 10, 2006

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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OMB APPROVAL

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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 * TERRY STEPHEN C			2. Issuer Name and Ticker or Trading Symbol GREEN MOUNTAIN POWER CORP [GMP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 163 ACORN L	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/09/2006	Director 10% OwnerX Officer (give title Other (specify below) Senior Vice President			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
COLCHESTE	R, VT 05440	5		Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secu	rities Acqu	iired, Disposed of	f, or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	(A) or			5. Amount of Securities Ownership Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4) Transaction(s) (Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	01/09/2006		F <u>(1)</u>	996	D	\$ 28.995	7,834.6967 (2)	D		
Common Stock							5,007.0961 (3)	I	By 401(k) plan.	
Common Stock							10	I	By wife	

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

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number.

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.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable Date	Title Number				
						Lacroisdoic	Dute		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

TERRY STEPHEN C 163 ACORN LANE COLCHESTER, VT 05446

Senior Vice President

Signatures

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

01/10/2006

**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).
- (3) Includes 137.6148 shares acquired between August 25, 2005 and December 31, 2005 under the GMP 401(k) plan. The information in this report is based on a plan statement as of December 31, 2005.
- (1) Disposition represents withholding of common shares to satisfy tax withholding obligations associated with the vesting of stock units granted on February 9, 2004.
- (2) Includes .4953 shares acquired between August 25, 2005 and December 31, 2005 under the GMP dividend reinvestment plan. The information is this report is based on a plan statement as of December, 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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