

DUTTON CHRISTOPHER L
 Form 4
 July 05, 2005

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

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

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) (First) (Middle)
 163 ACORN LANE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 07/01/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Executive Officer

COLCHESTER, VT 05446

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting 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. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 07/01/2005 | | M ⁽¹⁾ | 1,000 | A \$ 7.9 | 28,316.0417 (2) | D |
| Common Stock | 07/01/2005 | | S ⁽¹⁾ | 500 | D \$ 29.44 | 27,816.0417 (2) | D |
| Common Stock | 07/01/2005 | | S ⁽¹⁾ | 100 | D \$ 29.48 | 27,716.0417 (2) | D |
| Common Stock | 07/01/2005 | | S ⁽¹⁾ | 100 | D \$ 29.5 | 27,616.0417 (2) | D |
| Common Stock | 07/01/2005 | | S ⁽¹⁾ | 300 | D \$ 29.63 | 27,316.0417 (2) | D |

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| | | | |
|--------------|---------------------------|---|----------------------|
| Common Stock | 5,804.3476 ⁽³⁾ | I | By 401(k) plan |
| Common Stock | 60.2459 ⁽⁴⁾ | I | By wife for daughter |
| Common Stock | 60.2459 ⁽⁵⁾ | 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.

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(9-02)

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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities 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. De | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | Code | V (A) (D) | | | | |
| Stock Options (Right to buy) | \$ 7.9 | 07/01/2005 | | M ⁽¹⁾ | 1,000 | ⁽⁶⁾ | 08/22/2010 | Common Stock | 1,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DUTTON CHRISTOPHER L 163 ACORN LANE COLCHESTER, VT 05446 | X | | Chief Executive Officer | |

Signatures

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

07/05/2005

 **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 47.0542 shares acquired between April 1, 2005 and July 1, 2005 under the GMP dividend reinvestment plan. The information in this report is based on a plan statement as of July 1, 2005.
- (3) Includes 42.4638 shares acquired between May 23, 2005 and July 1, 2005 under the GMP 401(k) plan. The information in this report is based on a plan statement as of July 1, 2005.
- (6) The Option is currently exercisable for 51,000 shares.
These shares are held by the reporting person's wife as custodian for daughter under Uniform Gifts to Minors Act. Includes .5049 shares
- (4) acquired between April 1, 2005 and July 1, 2005 under the GMP dividend reinvestment plan. The information in this report is based on a plan statement as of July 1, 2005.
- (1) 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 December 29, 2004.
These shares are held by the reporting person's wife as custodian for son under Uniform Gifts to Minors Act. Includes .5049 shares
- (5) acquired between April 1, 2005 and July 1, 2005 under the GMP dividend reinvestment plan. The information in this report is based on a plan statement as of July 1, 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.