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DUTTON CHRISTOPHER L

Form 4 May 27, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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obligations may continue. See Instruction

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

1(b).

(City)

Stock

(State)

(Zip)

(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) 163 ACORN	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/27/2005	_X_ Director 10% Owner X Officer (give title Other (specify below) Chief Executive Officer		
	(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	ER, VT 0544	6		Form filed by More than One Reportin Person		

(City)	(State) (Zip) Table	e I - Non-D	erivative Securiti	ies Acq	uired, Disposed of	, or Beneficial	ly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	Execution Date, if	3. Transactio	4. Securities Acquir(A) or Disposed (D)	of	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect Beneficial
(Instr. 3)		any (Month/Day/Year)	(Instr. 8)	(D) (Instr. 3, 4 and 5))	Beneficially Owned Following	(D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
			Code V	(A) or Amount (D)		Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	05/27/2005		A	15 800		27,268.9875	D	
Common						5 761 8838	Ţ	By 401(k)

Stock plan By wife Common 59.741 (2) I for Stock daughter Common By wife 59.741 (3) Ι

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

for son

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SEC 1474 (9-02)

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. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amoun	it of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						Ì
					4, and 5)						
								1	Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
Topozonig O William V Tauri Coo	Director	10% Owner	Officer	Other			
DUTTON CHRISTOPHER L 163 ACORN LANE	X		Chief Executive Officer				
COLCHESTER, VT 05446							

Signatures

Donald J. Rendall, Jr., Attorney-In-Fact 05/27/2005

**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).
- Shares represent stock units that will be payable on a one-for-one basis in shares of common stock at vesting. 50 percent of the stock units (1) will yest on May 23, 2007. The vesting dates are subject to
- (1) will vest on May 23, 2006 and the remaining 50 percent of the stock units will vest on May 23, 2007. The vesting dates are subject to deferral at the election of the reporting person.
- (2) These shares are held by the reporting person's wife as custodian for daughter under Uniform Gifts to Minors Act.
- (3) These shares are held by the reporting person's wife as custodian for son under Uniform Gifts to Minors Act.

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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