SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| Check this box if no longer subject to |
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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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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| | s of Reporting Persor | | 2. Issuer Name and Ticker or Trading Symbol <u>AVISTA CORP</u> [AVA] | (Check | ionship of Reporting Perso all applicable) Director Officer (give title | 10% Owner Other (specify below) | | |
|-------------------------|-----------------------|----------|--|---|--|---------------------------------------|--|--|
| (Last) 1411 E MISSIO | (First) N AVE | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 01/10/2012 | Х | below) Vice President and C | | | |
| (Street) | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | |
| SPOKANE | WA | 99202 | | X | Form filed by One Report Form filed by More than 0 | , | | |
| (City) | (State) | (Zip) | | | Person | | | |

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. Transa Code (8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership |
|---|--|---|------------------------------|---|--|---------------|---------|---|---|---|
| | | | Code | v | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | (Instr. 4) |
| Common Stock - Performance Shares | 01/10/2012 | | М | | 4,590 | Α | (1) | 26,650 | D | |
| Common Stock Performance Shares | 01/10/2012 | | F | | 1,304 ⁽²⁾ | D | \$25.22 | 25,346 | D | |
| Common Stock held in 401(k) Investment Plan ⁽³⁾ | | | | | | | | 8,268 | I | by Trustee |

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. Transa Code (8) | | of | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|--|---|------------------------------|---|-----|-------|--|--------------------|--|--|---|--|--|--|
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Conversion of 2009 Performance Shares | (1) | 01/10/2012 | | М | | | 5,100 | (1) | (1) | Common Stock | 5,100 | (1) | 0 | D | |

Explanation of Responses:

1. Each performance share represents a contingent right to receive a share of Avista Common Stock upon Avista achieving a specified performance measure.

2. Shares withheld to pay income tax on Performance Shares acquired 1/10/2012.

3. Estimate as of December 31, 2011

/s/ Christy M Burmeister-Smith 01/12/2012

** Signature of Reporting Person Date

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

* 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).

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

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 Number.