

GREEN MOUNTAIN POWER CORP

Form 4/A

August 04, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
POWELL MARY G

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)
05/23/2006

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
Chief Operating Officer

COLCHESTER, VT 05446

4. If Amendment, Date Original
Filed(Month/Day/Year)
05/25/2006

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock ⁽¹⁾	05/23/2006		A ⁽²⁾		10,350	A	\$ 0
Common Stock ⁽¹⁾	05/23/2006		F ⁽³⁾		1,160	D	\$ 28.64
Common Stock ⁽¹⁾							2,495.4211
						I	By 401(k) Plan

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
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SEC 1474
(9-02)

number.

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
POWELL MARY G 163 ACORN LANE COLCHESTER, VT 05446	Chief Operating Officer

Signatures

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

08/04/2006

**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).

This Form 4 is being filed to amend and restate in its entirety the Form 4 previously filed by the reporting person on May 25, 2006, which
(1) was a duplicate of the Form 4 previously filed by the reporting person on June 24, 2005. The duplicate Form 4 was mistakenly filed in lieu of this Form 4 due to an inadvertent filing error.

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
(2) will vest on May 22, 2007 and the remaining 50 percent of the stock units will vest on May 22, 2008. The vesting dates are subject to deferral at the election of the reporting person.

(3) Disposition represents withholding of common shares to satisfy tax withholding obligations associated with the vesting of stock units granted on May 27, 2005.

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

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