

MORRIS SCOTT L

Form 4

February 07, 2011

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 *
MORRIS SCOTT L

(Last) (First) (Middle)

1411 E MISSION AVE

(Street)

SPOKANE, WA 99202

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
AVISTA CORP [AVA]

3. Date of Earliest Transaction
(Month/Day/Year)
02/03/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
X Officer (give title _____ Other (specify
below) below)

Chairman, President and CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
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. 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)
Common Stock - 2008 Restricted Stock Award	02/03/2011		F	1,519 (1)	D \$ 23.03	123,212	D
Common Stock - 2009 Restricted Stock Award	02/03/2011		F	1,519 (2)	D \$ 23.03	121,693	D
Common Stock - 2010	02/03/2011		F	1,519 (3)	D \$ 23.03	120,174	D

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Restricted
Stock
Award

Common
Stock - 2011
Restricted
Shares

02/03/2011

A

12,500

A

(4)

132,674

D

Common
Stock held
in 401(k)
Investment
Plan

12,212

I

by
Trustee

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

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Shares	(5)	02/03/2011		A		51,400		(6)	(6)	Common Stock	51,400

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MORRIS SCOTT L
1411 E MISSION AVE
SPOKANE, WA 99202

Chairman, President and CEO

Signatures

/s/ Scott L.
Morris

02/07/2011

__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).
- (1) Shares withheld to cover income tax on last 1/3 vested portion of 2008 Restricted Stock Award.
- (2) Shares withheld to cover income tax on second 1/3 vested portion of 2009 Restricted Stock Award.
- (3) Shares withheld to cover income tax on first 1/3 vested portion of 2010 Restricted Stock Award.
- (4) Restricted shares vest one third each year over a three-year period and are payable in Avista Corp. Common Stock at the end of each year in the three-year period.
- (5) No conversion price. Shares awarded if performance measure is met.
- (6) Each performance cycle is three years in length. Shares will be issued at the end of each three-year cycle if performance measure is met.

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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