

PNM RESOURCES INC

Form 4

March 08, 2016

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 *
Darnell Ronald N.

(Last) (First) (Middle)

CORPORATE HEADQUARTERS
MS1275

(Street)

ALBUQUERQUE, NM 87158-1275

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

PNM RESOURCES INC [PNM]

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

03/04/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

SVP, PUBLIC POLICY

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock <u>(1)</u>	03/04/2016		M		679	A	<u>(1)</u>	29,278	D
Common Stock <u>(2)</u>	03/04/2016		F		219	D	\$ 32.89 <u>(2)</u>	29,059	D
Common Stock <u>(1)</u>	03/05/2016		M		802	A	<u>(1)</u>	29,861	D
Common Stock <u>(2)</u>	03/05/2016		F		259	D	\$ 32.89 <u>(2)</u>	29,602	D
	03/06/2016		M		886	A	<u>(1)</u>	30,488	D

Common
Stock (1)

Common Stock <u>(2)</u>	03/06/2016	F	286	D	\$ 32.89 <u>(2)</u>	30,202	D
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Common Stock <u>(3)</u>	03/07/2016	S	3,712	D	\$ 33.09 <u>(3)</u> <u>(4)</u>	26,490	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 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)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Rights	(5)	03/04/2016		M		679		(6)	(6)	Common Stock	679	\$ 0
Restricted Stock Rights	(5)	03/05/2016		M		802		(6)	(6)	Common Stock	802	\$ 0
Restricted Stock Rights	(5)	03/06/2016		M		886		(6)	(6)	Common Stock	886	\$ 0

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SVP, PUBLIC POLICY

Darnell Ronald N.
CORPORATE HEADQUARTERS MS1275
ALBUQUERQUE, NM 87158-1275

Signatures

/s/ Laurie S. Monfiletto, POA for Ronald N.
Darnell

03/08/2016

__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) Represents the portions of previous awards of restricted stock rights that vested effective as of March 4, March 5, and March 6, 2016.

Represents shares withheld by PNM Resources, Inc. to satisfy the tax withholding obligations arising in connection with the vesting of the restricted stock rights referenced in (1) above. The company utilizes a modified "share withholding" approach in connection with settling awards of restricted stock rights upon vesting, in which it (i) withholds (in cash) the amount required to satisfy the tax withholding obligations and remits such amount to the relevant tax authorities, and (ii) directs a designated broker to purchase on the open market the number of shares of the company's common stock that can be acquired with the after-tax value of the vested restricted stock rights award at the prevailing market price. Only these "net shares" are delivered to the recipient of the award.

(2) Represents additional shares sold in the open market to satisfy the reporting persons tax obligations arising in connection with the vesting of the equity awards referenced in (1) above, in addition to the minimum statutory tax withholding for the vesting of equity awards.

(3) Price represents a weighted average fill price ranging from 33.08 to 33.10.

(4) Each restricted stock right represents a contingent right to receive one share of PNM Resources, Inc. common stock.

The restricted stock units vest in three equal annual installments. Vested shares will be delivered to the reporting person on the applicable vesting dates (or, if the company is in a blackout period under its insider trading policy on any vesting date, at a later date after such blackout period ends).

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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