

AVISTA CORP
Form 4
February 10, 2014

FORM 4

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

OMB APPROVAL

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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 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

(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)
02/06/2014

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)
Chairman, President and CEO

6. Individual or Joint/Group Filing (Check Applicable Line)
 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. Code	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)
				(A) or (D)	Price		
Common Stock - 2011 Restricted Stock Award	02/06/2014		F	1,165 (1)	\$ 28.09	D	
Common Stock - 2012 Restricted Stock Award	02/06/2014		F	1,104 (2)	\$ 28.09	D	

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Common Stock - 2013 Restricted Stock Award	02/06/2014	F	1,104 (3)	D	\$ 28.09	163,397	D	
Common Stock - 2014 Restricted Shares	02/06/2014	A	15,100	A	(4)	178,497	D	
Common Stock held in 401(k) Investment Plan						14,490,9497	I	held by Trustee

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

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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)	Amount or Number of Shares	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	
Performance Shares grant for 2014	(5)	02/06/2014		A	45,300	(6)	(6)	Common Stock	45,300

Reporting Owners

Reporting Owner Name / Address

Relationships

MORRIS SCOTT L
1411 E MISSION AVE

Director 10% Owner Officer Other

Chairman, President and CEO

SPOKANE, WA 99202

Signatures

/s/ Scott L.

02/10/2014

Morris

__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 2011 Restricted Stock Award.
- (2) Shares withheld to cover income tax on second 1/3 vested portion of 2012 Restricted Stock Award.
- (3) Shares withheld to cover income tax on first 1/3 vested portion of 2013 Restricted Stock Award.
- (4) Restricted shares vest 1/3 each year over a 3-year period and are payable in Avista Corp. Common Stock at the end of each year in the 3-year period.
- (5) No conversion price. Shares awarded if performance measure is met.
- (6) Each performance cycle is 3 years in length. Shares will be issued at the end of each 3-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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