

WOODWORTH ROGER D
Form 4
January 13, 2009

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 *
WOODWORTH ROGER D

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1411 E MISSION AVE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/09/2009

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

SPOKANE, WA 99202

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

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	(D)	Price
Common Stock - Performance Shares	01/09/2009		M		4,602	A	16,492
Common Stock - Performance Shares	01/09/2009		F		689 ⁽²⁾	D	\$ 19.15
Common Stock - 2006 Restricted Stock Award	01/09/2009		S		109 ⁽³⁾	D	\$ 19.15

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Common Stock held in 401(k) Investment Plan	18,180	I	by Trustee
Common Stock held in Executive Deferral Plan	8,231	I	by Trustee
Common Stock held in IRA	400	I	by Trustee
Common Stock held by Spouse in IRA	1,000	I	by Trustee
Common Stock held by Child	157	I	by Child
Common Stock held by Child	116	I	by Child
Common Stock held by Child	116	I	by Child

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 Date	Title
	(1)	01/09/2009		M	3,900	(1) (1)	Amount or Number of Shares 3,900

Conversion
of 2006
Performance
Shares

Common
Stock

Deferred
Performance
Shares

(1)

01/09/2009

J

3,200
(4)

(4)

(4)

Common
Stock

3,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WOODWORTH ROGER D 1411 E MISSION AVE SPOKANE, WA 99202			Vice President	

Signatures

/s/ Roger D.
Woodworth

01/13/2009

**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) Each performance share represented a contingent right to receive a share of Avista Common Stock upon Avista achieving a specified performance measure.
- (2) Shares sold to pay income tax on Performance Shares acquired on 1/9/2009.
- (3) Shares sold to pay income tax on final 1/3 of 2006 restricted shares that vested on 12/31/2008.
- (4) Shares placed in Executive Deferral Plan of Avista Corp. and will be settled in Avista Corp. Common Stock upon the reporting person's retirement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.