

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>WOODWORTH ROGER D</u>  (Last) (First) (Middle) 1411 E MISSION AVE  (Street) SPOKANE WA 99202  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AVISTA CORP [ AVA ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner Officer (give title below) Other (specify below)  <u>Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) 05/26/2011	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/26/2011		M <sup>(1)</sup>		8,500	A	\$11.8	28,804	D	
Common Stock	05/26/2011		S <sup>(1)</sup>		8,500	D	\$24.2638	20,304	D	
Common Stock held in 401(k) Investment Plan								18,984	I	by Trustee
Common Stock held in Executive Deferral Account								8,643	I	by Trustee
Common Stock held in IRA								400	I	by Trustee
Common Stock held in IRA by Spouse								1,000	I	by Spouse
Common Stock held by Child, Patrick Woodworth								129	I	held by Child
Common Stock held by Child, Bryce Woodworth	05/26/2011		J		83.1946	D	(2)	0	I	held by Child
Common Stock held by Child, Brianne Woodworth	05/26/2011		J		129.68	D	(3)	0	I	held by Child

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V		(A)	(D)						Date Exercisable
Exercise of Stock Options	\$11.8	05/26/2011		M		8,500	(4)	11/08/2011	Common Stock	8,500	\$24.2638	8,500 <sup>(5)</sup>	D	

**Explanation of Responses:**

- Exercise and Sale of Option Grant expiring November 2011.
- Mr. Woodworth previously held these shares as Custodian for his son Bryce Woodworth. These shares were transferred to Bryce Woodworth who is emancipated and of majority age. Mr. Woodworth no longer claims indirect ownership of the shares.
- Mr. Woodworth previously held these shares as Custodian for his daughter Brianne Woodworth. These shares were transferred to Brianne Woodworth who is emancipated and of majority age. Mr. Woodworth no longer claims indirect ownership of the shares.
- Options vest in four equal annual installments beginning the first anniversary of the grant date. Mr. Woodworth acquired an option grant in November 2001.
- Total reflects the number of derivative securities remaining for this particular grant.

/s/ Roger D. Woodworth

05/26/2011

\*\* Signature of Reporting Person

Date

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

\* 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).**

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**