FORM DEF 14A

Definitive proxy statements

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FILER

GREEN MOUNTAIN POWER CORP

CIK:**43704**| IRS No.: **030127430** | State of Incorp.:**VT** | Fiscal Year End: **1231**
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SIC: **4911** Electric services

Business Address
25 GREEN MOUNTAIN DR
P.O.BOX 850
SOUTH BURLINGTON VT
05402-0850
8028645731

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SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES EXCHANGE ACT OF 1934

FILED BY THE REGISTRANT /X/ FILED BY A PARTY OTHER THAN THE REGISTRANT / /

Check the appropriate box:
/ / Preliminary Proxy Statement
/X/ Definitive Proxy Statement
/ / Definitive Additional Materials
/ / Soliciting Material Pursuant to sec.240.14a-11(c) or sec.240.14a-12

Green Mountain Power Corporation
(Name of Registrant as Specified In Its Charter)

Green Mountain Power Corporation
(Name of Person(s) Filing Proxy Statement)

PAYMENT OF FILING FEE (CHECK THE APPROPRIATE BOX):
/X/ $125 per Exchange Act Rules 0-11(c)(1)(ii), 14a-6(i)(1), or 14a-6(j)(2).
/ / $500 per each party to the controversy pursuant to Exchange Act Rule 14a-6(i)(3).
/ / Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11:

4) Proposed maximum aggregate value of transaction:

Set forth the amount on which the filing fee is calculated and state how it was determined.

/ / Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

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[GREEN MOUNTAIN POWER CORPORATION LOGO]

25 GREEN MOUNTAIN DRIVE
P.O. BOX 850
SOUTH BURLINGTON, VERMONT 05402

April 15, 1994

TO OUR SHAREHOLDERS:

You are cordially invited to attend the Annual Meeting of Shareholders of Green Mountain Power Corporation, which will be held at the headquarters building, 25 Green Mountain Drive, South Burlington, Vermont, on Thursday, May 19, 1994, at 10:00 a.m., EDST. The accompanying Notice of Meeting and Proxy Statement describe the matters to be acted on at the Meeting.

For your convenience, a map showing the location of the corporate headquarters is printed on the reverse side of this letter.

Regardless of the number of shares you own, it is important that your shares be represented at the Meeting. We hope that you will be able to attend personally and urge you to do so if it is at all possible. In any event, we ask that you sign and complete the enclosed proxy and return it to us promptly. If you are able to attend the Meeting, you may revoke the proxy at that time and vote your shares personally. If for any reason you are not able to attend the Meeting, your signed proxy will assure proper representation of your ownership interests in Green Mountain Power Corporation.

Commencing at 9:00 a.m., prior to the Meeting, refreshments will be served. You are encouraged to arrive in sufficient time to complete registration before the Meeting convenes at 10:00 a.m. Following the Meeting, you are invited to attend a picnic lunch to be served on the lawn at the headquarters building.

To help us to plan for the Meeting and lunch, we would appreciate your completing the enclosed reply card and returning it to us.

Thank you for your continued interest in the Company.

Sincerely,

DOUGLAS G. HYDE
President and
Chief Executive Officer

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[MAP SHOWING DIRECTIONS TO GREEN MOUNTAIN POWER CORP.'S ANNUAL MEETING OF SHAREHOLDERS.]

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[GREEN MOUNTAIN POWER CORPORATION LOGO]

25 GREEN MOUNTAIN DRIVE
P.O. BOX 850
SOUTH BURLINGTON, VERMONT 05402
NOTICE OF MEETING

To the Shareholders of

GREEN MOUNTAIN POWER CORPORATION:

Notice is hereby given that the Annual Meeting of the Shareholders of Green Mountain Power Corporation will be held at the headquarters building, 25 Green Mountain Drive, South Burlington, Vermont, on Thursday, May 19, 1994, at 10:00 o'clock in the forenoon (Eastern Daylight Savings Time), for the following purposes:

Item 1. To elect a Board of Directors; and

Item 2. To vote on such other matters as may properly come before the Meeting and any and all adjournments thereof;

all as set forth in the Proxy Statement accompanying this notice.

Only holders of record of Common Stock as shown on the stock transfer books of the Company at the close of business on April 8, 1994, will be entitled to vote at the Meeting or any adjournments thereof.

By Order of the Board of Directors,

DONNA S. LAFFAN
Secretary

Date: April 15, 1994

IMPORTANT

IF YOU CANNOT BE PRESENT AND DESIRE TO HAVE YOUR STOCK VOTED AT THE MEETING, PLEASE MARK, SIGN, DATE AND RETURN THE ENCLOSED PROXY IN THE ENVELOPE PROVIDED.

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PROXY STATEMENT

GREEN MOUNTAIN POWER CORPORATION
25 GREEN MOUNTAIN DRIVE
P.O. BOX 850
SOUTH BURLINGTON, VERMONT 05402

ANNUAL MEETING OF SHAREHOLDERS
MAY 19, 1994

APRIL 15, 1994

PROXY AND SOLICITATION

The accompanying proxy is solicited on behalf of the Board of Directors of Green Mountain Power Corporation (the "Company") for use at the Annual Meeting of Shareholders of the Company to be held on Thursday, May 19, 1994, and at any and all adjournments thereof. This proxy statement and the accompanying form of proxy are being sent to the shareholders on or about April 15, 1994.

The cost of soliciting proxies by the Board of Directors will be borne by the Company, including the charges and expenses of brokers and others for sending proxy material to beneficial owners of Common Stock. In addition to the use of the mails, proxies may be solicited by personal interview, by telephone or by telegraph by certain of the Company's employees without compensation therefor. The Company has retained Morrow & Co. to assist in the solicitation of proxies at an estimated cost of $4,500, plus reimbursement of reasonable out-of-pocket expenses.

Shareholders who execute proxies retain the right to revoke them by notifying the Corporate Secretary by mail at the above address or in person at the Annual Meeting before they are voted. A proxy in the accompanying form when it is returned properly executed will be voted at the Meeting in accordance with the instructions given, and if no instructions are given, the proxy will be voted in accordance with the recommendation of the Board of Directors.

STOCK OUTSTANDING AND VOTING RIGHTS

On April 8, 1994, the record date for the Meeting, the Company had outstanding 4,551,012 shares of Common Stock (excluding 15,856 of such shares held by the Company as Treasury Stock), which is the only class of stock entitled to vote at the Meeting. Each holder of record of Common Stock on the record date is entitled to one vote for each share of Common Stock so held.

The affirmative vote by the holders of a majority of the shares represented at the Annual Meeting is required for the election of directors (Item 1 herein).

Abstentions and broker non-votes (when shares are represented at the Annual Meeting by a proxy specifically conferring only limited authority to vote on particular matters) will not be counted as votes in favor of the election of directors (Item 1 herein).

The shares of Common Stock represented by each properly executed proxy received by the Board of Directors will be voted at the Annual Meeting in accordance with the instructions specified therein. If no instructions are specified, such shares of Common Stock will be voted FOR the election of nominees for

Directors (Item 1 herein). The Board of Directors knows of no other business to come before the Annual Meeting. However, if any other matters are properly presented at the Annual Meeting, or any adjournment thereof, the persons voting the proxies will vote them in accordance with their best judgment. Any proxy may be revoked by notifying the Secretary of the Company in writing at any time prior to the voting of the proxy.

<TABLE>

SECURITIES OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

To the knowledge of the Company, no person owned beneficially more than 5% of the outstanding Common Stock of the Company on April 8, 1994.

The following table sets forth, as of January 31, 1994, information relating to the ownership of the Company's Common Stock by each nominee for Director, by each of the Executive Officers named in the Summary Compensation Table and by all Directors and Executive Officers as a group.

<CAPTION>

<S>	COMMON STOCK BENEFICIALLY OWNED(1) <C>
Robert E. Boardman	1,271
Nordahl L. Brue	1,361(2)
William H. Bruett	1,500
Merrill O. Burns	1,581
Lorraine E. Chickering	--
John V. Cleary	1,954
Richard I. Fricke	2,900(3)
Douglas G. Hyde	4,496
Euclid A. Irving	315
Martin L. Johnson	829
Ruth W. Page	1,100(4)
Thomas P. Salmon	1,000
Christopher L. Dutton	1,225(5)
Edwin M. Norse	759

Thomas V. O'Connor, Jr.	--
A. Norman Terreri	2,453(6)
Stephen C. Terry	1,242(7)
All directors and Executive Officers as a group (27 persons)	30,984

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<FN>

(1) Each listed individual exercises sole voting and investment power over all of the shares of Common Stock beneficially owned, except as noted herein below. As of January 31, 1994, no Director, nominee or listed Executive Officer owned beneficially as much as 1% of the Company's outstanding Common Stock.

(2) Mr. Brue owns 1,235 of these shares directly. The remaining 126 shares are owned by Mr. Brue's children for whom Mr. Brue serves as custodian; Mr. Brue disclaims any other beneficial interest in the 126 shares owned by his children.

(3) Mr. Fricke owns 2,500 of these shares directly. His wife owns the remaining 400 of these shares; Mr. Fricke disclaims any other beneficial interest in the 400 shares owned by his wife.

(4) Mrs. Page owns 900 of these shares directly. Her husband owns the remaining 200 of these shares; Mrs. Page disclaims any other beneficial interest in the 200 shares owned by her husband.

</TABLE>

(5) Mr. Dutton owns 1,164 of these shares directly. The remaining 61 are owned by Mr. Dutton's children for whom Mr. Dutton's spouse serves as custodian; Mr. Dutton disclaims any other beneficial interest in the 61 shares owned by his children.

(6) Mr. Terreri owns 2,129 of these shares directly. His wife owns the remaining 324 of these shares; Mr. Terreri disclaims any other beneficial interest in the 324 shares owned by his wife.

(7) Mr. Terry owns 1,212 of these shares directly. His wife owns the remaining 30 of these shares; Mr. Terry disclaims any other beneficial interest in the 30 shares owned by his wife.

As of January 31, 1994, all Directors and Executive Officers of the Company as a group (consisting of 27 persons) beneficially owned an aggregate of 30,984 shares (or approximately 0.7% of the outstanding shares) of Common Stock.

ITEM 1. NOMINEES FOR ELECTION AS DIRECTOR

The shares of Common Stock represented by the proxies that are executed and returned in the accompanying form will be voted at the Meeting (unless authority is withheld) to elect as Directors the nominees listed below to serve until the next Annual Meeting of Shareholders and until their successors shall have been elected and qualified. Should any of the nominees become unavailable for election for any reason, the proxies will be voted for the election of such other person or persons as may be designated by the Board of Directors.

<TABLE>

NOMINEES FOR DIRECTOR

<CAPTION>

NAME	BUSINESS EXPERIENCE FOR THE PAST FIVE YEARS AND OTHER INFORMATION (AGE)	DIRECTOR SINCE
<S>	<C>	<C>
Robert E. Boardman (A)(D)	Chairman of Hickok and Boardman, Inc.(insurance agency); President of Hickok & Boardman Realty, Inc.; Director of Bank of Vermont, of National Life Insurance Company and of Mount Mansfield Corporation (recreation); Trustee of Lake Champlain Maritime Museum. Marco Island, Florida. (61)	1974
Nordahl L. Brue (C)(E)	Chairman of Bruegger's Corporation (quick-service restaurants); Chairman of Executive Committee of Franklin County Cheese and Frank Hahn, Inc. (dairy manufacturing and distribution business); Principal of Champlain Management Services, Inc. (real estate development and management enterprises); Stockholder, Sheehey Brue Gray & Furlong, P.C., Attorneys, Burlington, Vermont; Director and Officer of the Vermont Business Roundtable; Member of the Governor's Council of Economic Advisors. Burlington, Vermont. (49)	1992
William H. Bruett (A)(B)(C)(D)	Chairman and Chief Executive Officer and Director of PaineWebber Trust Co. and Chairman of PaineWebber International Bank Ltd., London, subsidiaries of PaineWebber Group, Inc., since 1990; President, Chief	1986

Executive Officer and Director of Chittenden Corporation and of Chittenden Trust Company from 1984 to 1990. Gladstone, New Jersey. (50)

</TABLE>

<TABLE>
<CAPTION>

NAME	BUSINESS EXPERIENCE FOR THE PAST FIVE YEARS AND OTHER INFORMATION (AGE)	DIRECTOR SINCE
<S>	<C>	<C>
Merrill O. Burns......... (A)(B)(D)	Senior Vice President and Executive Corporate Development Officer, Bank America Corporation since 1991; President and Managing Director of BankAmerica International from 1988 to 1991. San Francisco, California. (47)	1988
Lorraine E. Chickering...	President of Public and Operator Services of Bell Atlantic Corporation since 1993; Vice President, Operations and Engineering of Chesapeake and Potomac Telephone Company, a subsidiary of Bell Atlantic Corporation from 1991 to 1993; Assistant Vice President, Marketing Operations of Bell Atlantic Corporation from 1989 to 1991. McLean, Virginia. (43)	--
John V. Cleary........... (A)(C)(E)	Retired Chief Executive Officer and President of the Company; Chief Executive Officer, President and Chairman of the Executive Committee of the Company from 1983 to 1993. Boynton Beach, Florida. (65)	1980
Richard I. Fricke........ (A)(B)(D)	Director of National Life Insurance Company, of Sentinel Group Funds, Inc. and of Sentinel Pennsylvania Tax-Free Fund, Inc.; President and Chief Executive Officer of the Bank of Vermont from 1987 to 1989; Retired Chairman of the Board and Chief Executive Officer of National Life Insurance Company; Fellow of the American Bar Foundation; Member of the Board of Overseers, Middlebury College, of the Cornell University Council and of the Cornell Law School Advisory Council. Bonita Springs, Florida. (72)	1984
Douglas G. Hyde.......... (A)(C)(E)	President, Chief Executive Officer and Chairman of the Executive Committee of the Company since 1993; Executive Vice President and Chief Operating Officer of the Company from 1989 to 1993; Executive Vice President from 1986 to 1989; Director of Vermont Yankee Nuclear Power Corporation, of Vermont Electric Power Company, Inc., of Associated Edison Illuminating Companies, and of Vermont Business Roundtable; Chairman of the Board of Trustees of the Medical Center Hospital of Vermont. Shelburne, Vermont. (51)	1986
Euclid A. Irving......... (B)(D)(E)	Partner, Paul, Hastings, Janofsky & Walker, Attorneys, New York, New York, since 1990; Partner, Mudge Rose Guthrie Alexander & Ferdon, Attorneys, New York, New York from 1984 to 1990. New York, New York. (41)	1993
Martin L. Johnson........ (B)(C)	President of The Johnson Company (environmental and engineering consultants) since 1978; Secretary of the State of Vermont Agency of Environmental Conservation from 1973 to 1978. Montpelier, Vermont. (66)	1991
Ruth W. Page............. (B)(C)	Writer, Editor and Radio Commentator; past member of the Northeast Energy Council of the United States Department of Energy. Burlington, Vermont. (73)	1985

</TABLE>

<TABLE>
<CAPTION>

NAME	BUSINESS EXPERIENCE FOR THE PAST FIVE YEARS AND OTHER INFORMATION (AGE)	DIRECTOR SINCE
<S>	<C>	<C>
Thomas P. Salmon......... (A)(C)(D)(E)	Chairman of the Board of the Company since 1983; President of the University of Vermont since February 4, 1993; Interim President of the University of Vermont from 1991 to 1993; On leave from Salmon and Nostrand, Attorneys, Bellows Falls, Vermont; Governor of the State of Vermont from 1973 to 1977; Director of Vermont Electric Power Company, Inc., of Union Mutual Insurance Company, of BankNorth Group, Inc. and of Central Vermont Railway, Inc. Burlington, Vermont. (61)	1978

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<FN>

(A) Member of Executive Committee

(B) Member of Audit Committee

(C) Member of Nominating Committee
(D) Member of Compensation Committee
(E) Member of Special Issues Committee
</TABLE>

During 1993, each Director of the Company, except the President and the Executive Vice President, earned an annual fee of $9,000 for service as a Director. In addition to the annual fee, the Chairman of the Board earned $20,000 for service as Chairman of the Board in 1993. The President and Chief Executive Officer and the Executive Vice President and Chief Operating Officer were not paid any fees for service as Directors. The Chairmen of the Audit, Compensation, Nominating and Special Issues Committees earned annual fees of $2,200 each for service in such capacity. The President, who is Chairman of the Executive Committee, was not paid any fee for service in such capacity. For attendance at meetings of the Board of Directors and of all committees of the Board, Directors other than the President and Executive Vice President earned $650 for each meeting attended in person (plus $325 for any meeting that occurred on the same day as another meeting) and $325 for participation by means of conference telephone. Travel and lodging expenses incurred by Directors attending Board or committee meetings are paid by the Company. The Company also maintains a Deferred Compensation Plan for Directors pursuant to which Directors may defer receipt of all or part of the fees otherwise payable to them for service as Directors.

Mr. Nordahl L. Brue, a Director of the Company, is a stockholder in the law firm of Sheehey Brue Gray & Furlong, P.C. In prior years, the Company has retained the services of Sheehey Brue Gray & Furlong, P.C. as special counsel and has retained Sheehey Brue Gray & Furlong, P.C. to represent the Company in certain matters during 1994. The Company paid Sheehey Brue Gray & Furlong, P.C. $327,699 for legal services rendered in 1993.

Mr. Martin L. Johnson, a Director of the Company, is the President of The Johnson Company, an environmental and engineering consulting firm. In 1993, the Company retained the services of The Johnson Company to assist with environmental matters and has retained The Johnson Company to assist with these matters in 1994. The Company paid The Johnson Company $616,266 for services rendered in 1993.

During 1993, the Board of Directors held four regular meetings and two special meetings. During such year, no Director attended less than 75% of the aggregate number of meetings of the Board of Directors and the committees on which such Director served.

The committees of the Board of Directors include an Executive Committee, an Audit Committee, a Nominating Committee, a Compensation Committee and a Special Issues Committee, the members of which are identified on the foregoing table.

The Executive Committee is vested with the powers of the Board of Directors in the management of the current and ordinary business of the Company, except as otherwise provided by law. During 1993, the Executive Committee held nine meetings.

The Audit Committee (1) annually recommends to the Board of Directors the appointment of independent public accountants of the Company, (2) reviews the scope of audits and (3) receives, reviews and takes action deemed appropriate with respect to audit reports submitted and other audit matters. The Audit Committee met twice during 1993.

The function of the Nominating Committee is to recommend to the Board of Directors persons selected by the Committee for nomination to the Board of Directors. This Committee met four times during 1993. The Nominating Committee will consider nominees recommended by shareholders. The names of any such nominees should be forwarded to the Corporate Secretary, Green Mountain Power Corporation, 25 Green Mountain Drive, P.O. Box 850, South Burlington, Vermont 05402, who will submit them to the Nominating Committee for its consideration.

The Compensation Committee is charged with the responsibility of reviewing and making recommendations to the Board of Directors regarding the annual salaries of Officers of the Company, recommending to the Board any needed revisions to the compensation of Officers and of otherwise assisting the Board in discharging its responsibilities in connection with the compensation of Officers. The Compensation Committee met three times during 1993.

The Special Issues Committee addresses unusual, extraordinary or miscellaneous issues that confront the Company from time to time. The Special Issues Committee did not meet during 1993.

EXECUTIVE COMPENSATION

The following Summary Compensation Table shows compensation earned by the Executive Officers named in the table (the "Named Executive Officers") for services rendered to the Company during fiscal years 1993, 1992 and 1991.

<TABLE>

SUMMARY COMPENSATION TABLE

<CAPTION>

NAME AND PRINCIPAL POSITION	YEAR	ANNUAL COMPENSATION(1) SALARY	INCENTIVE	ALL OTHER COMPENSATION(5)
<S>	<C>	<C>	<C>	<C>
Douglas G. Hyde(2)......................	1993	$179,243	$ 0	$ 5,681
President and Chief	1992	$149,046	$ 37,200	$ 4,434
Executive Officer	1991	$140,154	$ 42,200	$ 4,185
A. Norman Terreri.......................	1993	$144,023	$ 0	$ 5,207
Senior Vice President	1992	$135,600	$ 29,800	$ 4,509
and Chief Operating Officer	1991	$127,496	$ 33,200	$ 3,865
Edwin M. Norse..........................	1993	$110,373	$ 0	$ 3,679
Vice President, Chief Financial Officer	1992	$106,508	$ 21,300	$ 3,098
and Treasurer	1991	$100,121	$ 23,100	$ 2,879
Christopher L. Dutton...................	1993	$103,268	$ 0	$ 3,351
Vice President and	1992	$ 98,481	$ 19,700	$ 2,796
General Counsel	1991	$ 92,583	$ 22,200	$ 2,617
Stephen C. Terry........................	1993	$ 94,814	$ 0	$ 3,040
Vice President	1992	$ 91,092	$ 18,200	$ 2,598
External Relations	1991	$ 78,427	$ 15,200	$ 2,214
John V. Cleary(3).......................	1993	$121,797	$ 0	$ 6,436
Retired President and Chief	1992	$235,656	$ 75,000	$ 10,340
Executive Officer	1991	$217,663	$ 66,500	$ 9,401
Thomas V. O'Connor, Jr. (4).............	1993	$108,743	$ 0	$ 4,934
Retired Senior Vice President	1992	$121,873	$ 27,200	$ 4,781
	1991	$102,081	$ 25,000	$ 3,986

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<FN>

(1) Amounts shown include salary and incentive earned by the Executive Officers on the basis of the Company's operating results in 1991, 1992 and 1993, as well as amounts earned but deferred at the election of those officers.

(2) Mr. Hyde was elected by the Board of Directors as the Company's President and Chief Executive Officer effective July 1, 1993.

(3) Mr. Cleary retired from the Company as President and Chief Executive Officer effective July 1, 1993.

(4) Mr. O'Connor retired from the Company as Senior Vice President effective November 1, 1993.

(5) The total amounts shown in this column for the last fiscal year consist of the following:

(i) Benefits attributable to Company-owned life insurance policy: Mr. Cleary $3,357, Mr. Hyde $1,355, Mr. Terreri $1,975, Mr. O'Connor $1,935, Mr. Norse $490, Mr. Dutton $366, and Mr. Terry $538.

(ii) Company matching contributions to the Employee Savings and Investment Plan: Mr. Cleary $3,079, Mr. Hyde $4,326, Mr. Terreri $3,232, Mr. O'Connor $2,999, Mr. Norse $3,189, Mr. Dutton $2,985, and Mr. Terry $2,502.

</TABLE>

MANAGEMENT INCENTIVE PLAN AWARDS FOR 1993 PERFORMANCE

The Compensation Committee of the Board of Directors has determined that none of the Named Executive Officers will receive incentive awards on the basis of 1993 operating results. See Compensation Committee Report.

COMPENSATION COMMITTEE REPORT

The Compensation Committee of the Board of Directors (the "Compensation Committee") is charged with the responsibility of reviewing and making recommendations to the Board of Directors regarding the annual salaries and incentive awards paid to the Executive Officers of the Company. The process involved in determining the executive compensation for fiscal 1993 is summarized below.

- In March and April 1993, an independent compensation consultant compiled information regarding executive compensation from a number of nationwide surveys of similarly-sized utility companies and from surveys of other businesses. The companies in such surveys operate in the Northeast United States, or are of a similar size, or have other operating characteristics similar to the Company. The Compensation Committee believes these companies are representative of the Company's main competition for executive talent. Consequently, the compensation survey groups are different than the companies in the S&P Electric Companies Index and the S&P 500 Composite Index used for the Performance Graphs.

- In April, the consultant provided a report to the Compensation Committee recommending changes in salary ranges as well as salary increase percentages reflecting meritorious job performance and cost of living factors. The report discussed how marketplace data was used to prepare the recommendations. Through regression analysis, with adjustments to maintain internal equity, the market data was used to derive a salary range midpoint, which was the average for each Executive Officer position salary range. The recommended salary ranges were then established from these midpoints.

- The competitive market data was reviewed with the Company's Chief Executive Officer for each Executive Officer position except that of the Chief Executive Officer. In addition, each position, except that of the Chief Executive Officer, was reviewed together with each Executive Officer's individual performance for 1992 and objectives for the year 1993. The Company's performance for 1992 and performance targets for 1993 were also reviewed.

- Based on the foregoing, the Chief Executive Officer recommended to the Compensation Committee a base salary and incentive award for each executive level position excluding the Chief Executive Officer. The incentive is paid to the Executive Officer after the end of the fiscal year only if both the Executive Officer and the Company have achieved their performance objectives for that year.

- Incentives for Executive Officers are determined according to the Company's Management Incentive Plan standards. Those standards are based upon corporate and individual performance measures. The corporate performance measures include factors that are deemed critical to the Company's ability to attract capital needed to fund future operations and investments and to remain a viable service provider, including the Company's return on common equity. The individual performance measures for the Executive Officers include such qualitative factors as value to customers, customer service, efficiency (financial and non-financial) and organizational effectiveness. The Company may make incentive payments to Executive Officers only if the earned return on equity exceeds 85% of the target return on equity set by the Vermont Public Service Board. The incentive awards were based on a formula that permits maximum awards if the target return on equity set by the Vermont Public Service Board is achieved by the Company, and a pro rata reduction from the maximum if the earned return on equity is less than the target return on equity but greater than 85% thereof. Apart from the limits

established by this formula, compensation awards were determined at the discretion of the Compensation Committee.

- In May 1993, the Compensation Committee reviewed the consultant's recommendations, performance evaluations and survey data. After discussion, the Committee recommended a base salary which was approved by the Board of Directors. In addition, the Compensation Committee approved an incentive award for each Executive Officer except for the Chief Executive Officer.

- The Compensation Committee reviewed the salary of the Chief Executive Officer and compared it to salaries paid to chief executives of utility companies of similar size and to other companies. In addition, the Compensation Committee considered the corporate performance standards set forth above relating to the other Executive Officers. After discussion, the Compensation Committee recommended a base salary, which was approved by the Board of Directors. In addition, the Compensation Committee approved an incentive award for the Chief Executive Officer. Specifically, the Compensation Committee considered, among other factors, the following matters (in descending order of importance without any specific weight being assigned to any of such factors) in establishing the Chief Executive Officer's base salary and incentive award: the Company's achievement in 1992 of the return on equity target set by the Vermont Public Service Board; the Company's continuing to have the lowest retail electricity rates among the major investor-owned utilities in New England; the Company's maintenance in 1992 of its standing as having the second highest credit rating among New England's investor-owned utilities; and the continued favorable assessment of the Company by its customers in 1992 as reflected in an independent professional survey. These factors were also considered with respect to the Compensation Committee's deliberations on the base salaries and incentive awards for the other Executive Officers. The base salaries of the retired Chief Executive Officer and his successor in 1993 were within the third and second quartile, respectively, of the base salaries paid by the surveyed companies.

- In May 1993, the Compensation Committee presented its report and recommendations to the Board of Directors for approval.

- In March 1994, the Compensation Committee considered the Management Incentive Plan awards to be made in 1994 to the Named Executive Officers listed in the Summary Compensation Table in light of the Company's performance in 1993. Because the Company's earned return on equity in 1993 did not materially exceed 85% of the target return, the Compensation Committee concluded that no incentive awards should be made in 1994 to the Named Executive Officers on the basis of the Company's performance in 1993.

- In April 1994, the Compensation Committee will consider the base salaries that the Committee will recommend to be paid to the Named Executive Officers as of May 1994. The recommendations of the Compensation Committee to the Board of Directors in this respect will be based on a new report by a compensation consultant, new market survey data, and the Company's goals and objectives for 1994.

- A new Section 162(m) was added to the Internal Revenue Code when Congress enacted the Omnibus Budget Reconciliation Act of 1993 on August 10, 1993. The Company has reviewed its compensation policies with respect to executive officers and determined that Section 162(m) should have no impact on its executive compensation policies in 1994 because no executive officer will receive compensation in such year in excess of the $1 million threshold.

<TABLE>

COMPENSATION COMMITTEE

Robert E. Boardman	Richard I. Fricke
William H. Bruett	Euclid A. Irving
Merrill O. Burns, Chairman	Thomas P. Salmon

</TABLE>

PERFORMANCE GRAPHS

The following graphs compare the total return on investment (change in stock price plus reinvested dividends) performance of the Company with that of the S&P 500 Composite Index and the S&P Electric Companies Index calculated by Standard & Poor's Corporation. The S&P Electric Companies Index is comprised of 24 electric utility companies. The comparison of total return on investment for each of the periods assumes $100 was invested on December 31, 1988 (for the five-year graph) or December 31, 1983 (for the 10-year graph) in each of: the Company, the S&P 500 Composite Index and the S&P Electric Companies Index. The performances of the compared investments on a total return basis are quite sensitive to the market price prevailing on the date when the periods that are depicted on the graphs begin.

<TABLE>

FIVE-YEAR COMPARISON OF RETURN
ASSUMING QUARTERLY REINVESTMENT OF DIVIDENDS

<CAPTION>

MEASUREMENT PERIOD (FISCAL YEAR COVERED)	GMP	S&P 500	S&P ELECTRIC COS
1988	100.00	100.00	100.00
1989	123.66	131.69	133.17
1990	115.12	127.60	136.55
1991	166.46	166.47	177.89
1992	197.18	179.15	188.35
1993	196.28	197.21	212.09

</TABLE>

TEN-YEAR COMPARISON OF RETURN
ASSUMING QUARTERLY REINVESTMENT OF DIVIDENDS

MEASUREMENT PERIOD (FISCAL YEAR COVERED)	GMP	S&P 500	S&P ELECTRIC COS
1983	100.00	100.00	100.00
1984	121.20	106.22	127.09
1985	176.64	139.83	160.71
1986	254.12	165.86	206.74
1987	265.89	174.45	191.17
1988	251.36	203.43	224.69
1989	310.83	267.88	299.23
1990	289.37	259.57	307.05
1991	418.42	338.65	399.70
1992	495.63	364.45	423.22
1993	493.36	401.18	476.56

PENSION PLAN INFORMATION

The following table shows annual pension benefits payable pursuant to the Company's Retirement Plan to all covered employees, including Executive Officers, upon retirement at age 65, in various compensation and years-of-service classifications, assuming the election of a retirement allowance payable as a life annuity. The retirement benefits in connection with the separate life insurance plan referred to below are in addition to those described in the following table.

PENSION PLAN TABLE

ANNUAL AVERAGE BASE COMPENSATION IN 3 CONSECUTIVE HIGHEST PAID YEARS OUT OF LAST 10 YEARS PRECEDING RETIREMENT	ESTIMATED ANNUAL RETIREMENT BENEFITS AT NORMAL RETIREMENT AGE OF 65 YEARS CREDITED YEARS OF SERVICE*				
	15	20	25	30	35 & OVER
$125,000	28,290	37,720	47,150	56,580	66,010
$150,000	34,290	45,720	57,150	68,580	80,010
$175,000	40,290	53,720	67,150	80,580	94,010
$200,000	46,290	61,720	77,150	92,580	108,010
$225,000	52,290	69,720	87,150	104,580	122,010
$250,000	58,290	77,720	97,150	116,580	136,010
$300,000	70,290	93,720	117,150	140,580	164,010

* Credited years of service (including service credited with other companies), as of December 31, 1993, for each of the following Executive Officers were as follows: D. G. Hyde 15.9 years; A. N. Terreri 31.5 years; E. M. Norse 23.6 years; C. L. Dutton 8.8 years; and S. C. Terry 7.8 years. Credited years of service (including service credited with other companies), as of the respective dates of their retirement for J. V. Cleary were 35 years as of July 1, 1993, and for T. V. O'Connor were 29.8 years as of November 1, 1993.

All employees, including Executive Officers of the Company are covered by the Company's Retirement Plan if they have been employed for more than a year. This Plan is a defined benefit plan providing for normal retirement at age 65. Early retirement may be taken commencing with the first of any month following the attainment of age 55, provided at least five years of credited service have been completed. For employees with at least 10 years of credited service, the accrued benefits are reduced as follows if retirement occurs prior to age 62:

AGE AT RETIREMENT	REDUCTION OF BENEFITS
61	5%
60	10%
59	15%
58	20%
57	25%
56	32%

55	37%

</TABLE>

For employees with less than 10 years of credited service who retire before age 65, benefits are actuarially reduced. If retirement occurs after age 62 and completion of at least 10 years of credited service, the full accrued benefit is payable. Retirement benefits are not subject to any deductions for Social Security or other offset amounts.

Retirement benefits are based on final average base compensation and length of service. Final average compensation is the average of the compensation (limited to base salary for Executive Officers, which is shown in the Salary column of the Summary Compensation Table for the Named Executive Officers, and straight-time payroll wages for other employees) for the three highest consecutive years out of the final 10 years of employment. Effective January 1, 1989, the normal retirement benefit is equal to 1.1% of the final average compensation up to covered compensation plus 1.6% of final average compensation over covered compensation multiplied by each year of credited service up to 35 years.

For 1993, the percentage which the cost to maintain the retirement fund bore to the total participant covered compensation equaled 4.8%.

Executive Officers of the Company, including the Named Executive Officers, participate in a separate life insurance plan. Under this separate plan, the Company has purchased life insurance on the lives of the Executive Officers to provide life insurance benefits to them in an amount equal to four times salary for the most senior Executive Officer (President and Chief Executive Officer), three times salary for the next most senior Executive Officers (Senior Vice President and Chief Operating Officer, Vice Presidents and General Counsel) and two times salary for the third most senior Executive Officers (Assistant Vice Presidents, Assistant General Counsel, Assistant Treasurer and Controller). The plan also provides retirement and survivor's benefits for a period of fifteen years following retirement as a supplement to the Company's Retirement Plan in an amount equal to 44% of final salary for the most senior Executive Officer, 33% of final salary for the next most senior Executive Officers and 22% of final salary for the third most senior Executive Officers. Retirement benefits will be paid out of the Company's general assets. This plan was designed so that if the compensation, financial, tax and investment assumptions employed in establishing the plan are realized, the Company would not incur any significant net expense in implementing this plan. The Company will incur additional costs for this plan if those assumptions are not realized. These costs cannot be properly allocated or determined for any one plan participant because of the overall plan assumptions. The Company is recording the estimated cost of this plan on a current basis and will record as income life insurance benefits when they occur.

The Company has adopted a Deferred Compensation Plan pursuant to which Executive Officers may elect to defer a portion of their salaries. Amounts deferred are credited to a separate account for each participant. The balance in an Executive Officer's account will be paid to him or her or his or her beneficiary over a period of years after he or she retires.

Certain of the Company's officers, including the Named Executive Officers, and other key management personnel may be designated to participate in the Company's Management Incentive Plan, adopted in December 1985 and amended in December 1990. For each calendar year, corporate performance standards, including the Company's return on common equity and individual job performances, are evaluated, and the degree to which those standards are achieved determines the amount to be allocated to participants as incentive compensation. Annual awards may amount to a maximum of 10% to 30% of a participant's salary depending on such participant's position. Distributions to participants may be made in three annual installments, depending on the amount of the award. Payments made in the last three years under the Management Incentive Plan, based on the Company's and the participants' performance in those years, are set forth in the Incentive column of the Summary Compensation Table.

The Company has entered into severance contracts with 14 of its Executive Officers, including the Named Executive Officers, under which the Company has certain obligations to each affected Executive Officer if there is a change in control of the Company (as defined below), and if the Executive Officer's employment is involuntarily terminated without cause or is voluntarily terminated by the Executive Officer with good reason (as defined below) within two years after such change in control. The severance contracts

provide for payments of 2.99 times the base salaries of the affected Executive Officers, for continuation of health, medical and other insurance programs for such Executive Officers for twenty-four months after the termination of employment of such Executive Officers following a "change in control" of the Company and for payment of an amount equal to the actuarial value of up to twenty-four additional months of credited service under the Company's Retirement Plan after such termination. A "change in control of the Company" will be deemed to have occurred under the severance contracts when a person secures the beneficial ownership of 25% or more of the voting power of the Company's then outstanding securities, when there has been a new majority of members serving on the Board of Directors for two consecutive years or when the Company's shareholders approve a merger or consolidation of the Company with another corporation where the outstanding voting securities of the Company do not continue to represent at least 80% of the combined voting power of the Company or the surviving entity. Under the severance contracts, the Board of Directors has limited discretion to determine whether a change of control of the Company has, in fact, taken place. An Executive Officer may terminate his or her employment "with good reason" following a change in control if the Executive Officer is assigned duties inconsistent with his or her responsibilities before the change in control occurred, if the Company's headquarters are relocated more than 50 miles from the present location, if the Executive Officer is required to relocate more than 50 miles from his or her present location, if the Executive Officer's compensation or benefits are reduced or adversely affected (other than as part of an overall adjustment of executive compensation or benefits) or if the Company does not obtain an agreement from its successor to perform under the severance contracts.

RELATIONSHIP WITH INDEPENDENT PUBLIC ACCOUNTANTS

The Board of Directors on December 8, 1993, appointed the firm of Arthur Andersen & Co. to serve as independent certified public accountants for the calendar year 1994. The appointment was made upon the recommendation of the Audit Committee. Arthur Andersen & Co. has served the Company in this capacity continuously since 1988. Representatives of the firm are expected to attend the Annual Meeting to make statements if they desire and to respond to appropriate questions.

COMPLIANCE WITH THE SECURITIES EXCHANGE ACT

The Company's Directors and Executive Officers are required under Section 16(a) of the Securities Exchange Act of 1934 to file reports of ownership and reports of changes in ownership with the Securities and Exchange Commission and the New York Stock Exchange. Copies of those reports must also be furnished to the Company.

Based solely on a review of those reports and written representations from the Directors and Executive Officers, the Company believes that during 1993 all requirements applicable to Directors and Executive Officers have been complied with except that one transaction was not timely reported. Glenn J. Purcell, Controller of the Company, inadvertently failed to file a report on Form 4 in May 1993 reporting the sale of 100 shares of Common Stock. However, a Form 4 was filed on July 16, 1993, reporting the transaction.

1995 SHAREHOLDER PROPOSALS

A shareholder proposal must be received by the Secretary of the Company no later than December 16, 1994, to be included in the proxy materials for the Company's next Annual Meeting.

DISCRETIONARY AUTHORITY

While the Notice of Annual Meeting of Shareholders refers to such other matters as may properly come before the Meeting, the only matters which the Management intends to present or knows will be presented at the Meeting are those matters set forth in the Notice of the Meeting. However, the enclosed proxy gives discretionary authority to the persons named therein to act in accordance with their best judgment in the event any additional matters should be presented at the Meeting.

By Order of the Board of Directors

DONNA S. LAFFAN
Secretary

South Burlington, Vermont
April 15, 1994

<TABLE>
<CAPTION>
THIS PROXY WILL BE VOTED AS DIRECTED OR , IN THE ABSENCE OF SPECIFIC DIRECTIONS, FOR ITEM 1. / X / PLEASE MARK YOUR VOTES

AS THIS

COMMON DIVIDEND REINVESTMENT SHARES

<S> <C> <C> <C>

Item 1 - Election of the following nominees as Directors: Robert E. Boardman, Nordahl L. Brue, William H. Bruett, Merrill O. Burns, Lorraine E. Chickering, John V. Cleary, Richard I. Fricke, Douglas G. Hyde, Euclid A. Irving Martin L. Johnson, Ruth W. Page, Thomas P. Salmon	FOR all nominees / /	Withheld for all / /	Item 2 - In their discretion, the Proxies are authorized to vote upon such other matters as may properly come before the meeting.

Withheld for the following nominee(s) only; print name(s)

____

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<CAPTION>

Signature(s) ____ Date ____________________

NOTE: Please sign as name appears hereon. Joint owners should each sign. When signing as attorney, executor, adminstrator trustee or guardian, please give fill title as such.

</TABLE>

PROXY

GREEN MOUNTAIN POWER CORPORATION

25 GREEN MOUNTAIN DRIVE
SOUTH BURLINGTON, VERMONT

The undersigned hereby appoints Douglas G. Hyde, A. Norman Terreri and Christopher L. Dutton as Proxies, each with the power to appoint his substitute, and hereby authorizes them to represent and to vote, as designated on the reverse side, all the shares of Common Stock of Green Mountain Power Corporation held of record by the undersigned on April 8, 1994, at the Annual Meeting of Shareholders to be held on May 19, 1994, or any adjournment thereof.

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS.

(PLEASE DATE AND SIGN ON REVERSE SIDE)

<TABLE>
<S> <C> <C> <C>

THE TRUSTEE WILL VOTE AS DIRECTED OR, IN THE ABSENCE OF SPECIFIC DIRECTIONS, FOR ITEM 1. GREEN MOUNTAIN POWER CORPORATION ESIP			CONFIDENTIAL VOTING INSTRUCTIONS TO CHITTENDEN CORPORATION AS TRUSTEE UNDER THE GREEN MOUNTAIN POWER CORPORATION ESIP PLAN I hereby direct that the voting rights pertaining to shares of stock of Green Mountain Power Corporation held by the Trustee and allocated to my account shall be exercised at the Annual Meeting of Share-holders of Green Mountain Power Corporation, to be held on May 19, 1994, and all adjournments thereof.
Item 1 - Election of the following nominees as Directors: Robert E. Boardman, Nordahl L. Brue, William H. Bruett, Merrill O. Burns, Lorraine E. Chickering, John V. Cleary, Richard I. Fricke, Douglas G. Hyde, Euclid A. Irving Martin L. Johnson, Ruth W. Page, Thomas P. Salmon	FOR all nominees / /	Withheld for all / /	Item 2 - In their discretion, the Proxies are authorized to vote upon such other matters as may properly come before the meeting.

Withheld for the following nominee(s) only; print name(s)

____

____

____
Date

____
Signature of Participant

</TABLE>