

ATLANTIC POWER CORP
Form 4
March 04, 2014

FORM 4

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

OMB APPROVAL

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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 *
Ronan Terrence

(Last) (First) (Middle)

C/O ATLANTIC POWER CORPORATION, ONE FEDERAL STREET, 30TH FLOOR

(Street)

BOSTON, MA 02110

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

ATLANTIC POWER CORP [AT]

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

02/28/2014

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)

Chief Financial Officer

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. 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 or Price		
Common shares <u>(1)</u>	02/28/2014		M		3,439 A <u>(1)</u>	7,139	D
Common shares <u>(1)</u>	02/28/2014		F		1,146 D \$ 2.64	7,139	D
Common shares <u>(2)</u>	02/28/2014		M		2,149 A <u>(2)</u>	7,139	D
Common shares <u>(2)</u>	02/28/2014		F		716 D \$ 2.64	7,139	D

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)	8. Price of Derivative Security (Instr. 3)
Notional shares	(3)	02/28/2014		M	3,439 (3)	(3) (3)	Common shares	3,439
Notional shares	(4)	02/28/2014		M	2,149 (4)	(4) (4)	Common shares	2,149

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Ronan Terrence
C/O ATLANTIC POWER CORPORATION
ONE FEDERAL STREET, 30TH FLOOR
BOSTON, MA 02110

Chief Financial Officer

Signatures

/s/ Terrence 02/28/2014
Ronan

**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).
- The reporting person acquired shares pursuant to the vesting (disclosed on Table II) of notional shares awarded in 2012. Two thirds of the
- (1) vested notional shares were settled in common shares and one third were settled in cash, which was deposited into the reporting persons applicable payroll tax withholding account.
 - (2) The reporting person acquired shares pursuant to the vesting (disclosed on Table II) of notional shares awarded in 2013. Two thirds of the vested notional shares were settled in common shares and one third were settled in cash, which was deposited into the reporting persons

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applicable payroll tax withholding account.

- (3) The reporting person vested in respect of one-third of the notional shares granted in 2012 (including additional notional shares accrued pursuant to dividend equivalent rights).
- (4) The reporting person vested in respect of one-third of the notional shares granted in 2013 (including additional notional shares accrued pursuant to dividend equivalent rights).

- The amount of securities beneficially owned following the reported transactions reflect those holdings as of the date of this Form. The
- (5) total includes dividend equivalent rights accrued on the notional shares previously earned pursuant to the LTIP. Dividend equivalent rights are credited in notional shares.

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.