

PLUG POWER INC
Form 4
March 22, 2016

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 *
Marsh Andrew

(Last) (First) (Middle)

C/O PLUG POWER INC.,
968, ALBANY-SHAKER ROAD

(Street)

LATHAM, NY 12110

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PLUG POWER INC [PLUG]

3. Date of Earliest Transaction
(Month/Day/Year)
03/18/2016

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)
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. 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)
				(A) or (D)	Price		
Common Stock	03/18/2016		X	21,505	\$ 0.93	D	
Common Stock					61,843 ⁽¹⁾	I	By 401(k) Plan

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

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(9-02)

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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	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. Amount or Number of Shares
Warrant (right to buy) ⁽²⁾	\$ 0.93	03/18/2016		X	21,505	⁽³⁾ 05/31/2016	Common Stock	21,505

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Marsh Andrew C/O PLUG POWER INC., 968 ALBANY-SHAKER ROAD LATHAM, NY 12110	X		President and CEO	

Signatures

/s/ Gerard L. Conway Jr.,
Attorney-in-fact

Date: 03/22/2016

**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) The Reporting Person holds 61,843 shares of Issuer Common Stock under a 401(k) plan. The information in this report is based on a plan statement as of December 31, 2015.

This Warrant was previously reported as relating to 15,000 shares with an exercise price of \$3.00 per share. As a result of the Warrant's adjustment provisions, the Warrant was adjusted to relate to 48,387 shares and an exercise price of \$0.93 per share. This Warrant has
- (2) been exercised in exchange for a cash payment by the reporting owner. This Warrant was acquired in 2011 in connection with the purchase of Issuer Common Stock, and it is being exercised prior to its expiration date of May 31, 2016. The Reporting Person intends to hold the shares of common stock.
- (3) Warrant became exercisable upon issuance.

As previously reported on August 27, 2015, the Reporting Person partially exercised the Warrant. The total beneficially owned derivative
- (4) securities following the transaction inadvertently included securities of a separate class, and, accordingly, such previously reported shares are now properly excluded.

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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