

Taylor George W  
Form 4  
June 21, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Taylor George W

2. Issuer Name and Ticker or Trading Symbol  
Ocean Power Technologies, Inc.  
[OPTT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/13/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Executive Vice-Chairman

C/O OCEAN POWER TECHNOLOGIES, INC., 1590 REED ROAD

(Street)

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

PENNINGTON, NJ 08534

(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 Ownership (Instr. 4) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | Code  | V  | Amount                            | (D) | Price |

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 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 | Title   | Amount or Number of Shares |
| Employee Stock Option (Right to Buy)       | \$ 2   | 06/13/2012                           |  | A                              | 35,000  | <u>(1)</u>   | 06/12/2022      | Common Stock  | 35,000                     |
| Employee Stock Option (Right to Buy)       | \$ 4.05  | 06/14/2012                           |  | D                              | 1,242 <u>(2)</u>  | <u>(3)</u>   | 06/13/2021      | Common Stock  | 1,242                      |
| Employee Stock Option (Right to Buy)       | \$ 2.01  | 06/19/2012                           |  | A                              | 6,980   | <u>(3)</u>   | 06/18/2022      | Common Stock  | 6,980                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| Taylor George W<br>C/O OCEAN POWER TECHNOLOGIES, INC.<br>1590 REED ROAD<br>PENNINGTON, NJ 08534 | X             |           | Executive Vice-Chairman |       |

## Signatures

/s/ George W. Taylor by Brian M. Posner as attorney-in-fact

06/21/2012

\_\_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) Exercisable in two equal installments, 50% on June 13, 2013 and 50% on June 13, 2014.

(2) Represents portion of previously granted options to purchase common stock which will not vest. Vesting is based on performance during the fiscal year ended April 30, 2012.

(3) Exercisable in annual installments over three years, beginning one year after the date of grant, based on performance.

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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