

AMERICAN POWER GROUP Corp
 Form 5
 October 15, 2012

FORM 5

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
BRAVERMAN NEIL K

2. Issuer Name and Ticker or Trading Symbol
AMERICAN POWER GROUP Corp [APGI]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Statement of Issuer's Fiscal Year Ended (Month/Day/Year)
09/30/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

4454 WAYSIDE DR

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting
 (check applicable line)

NAPLES, FL 34119

(City) (State) (Zip)

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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|--------|--|--|---|
| Common Stock | 05/01/2012 | 05/01/2012 | A4 | 25,000 | A | \$ 0.6 | 25,000 | D | Â |
| Common Stock | 06/30/2012 | 06/30/2012 | J4 ⁽¹⁾ | 24,869 | A | \$ 0.7 | 24,869 | I | Member of Associated Private Equity, LLC ⁽²⁾ |
| | Â | Â | Â | Â | Â | Â | 105 | I | |

10%
Convertible
Preferred
Stock

Member of
Associated
Private
Equity,
LLC ⁽²⁾

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) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|-----|--|------------------|---|----------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | |
| Common Stock Purchase Options | \$ 0.6 | 05/01/2012 | 05/01/2012 | A4 | 50,000 | ∅ | ∅ ⁽³⁾ | ∅ ⁽³⁾ | Common Stock | 50,000 |
| Common Stock Purchase Warrants | \$ 0.5 | ∅ | ∅ | ∅ | ∅ | ∅ | ∅ ⁽⁴⁾ | ∅ ⁽⁴⁾ | Common Stock | 2,625,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BRAVERMAN NEIL K 4454 WAYSIDE DR NAPLES, FL 34119 | ∅ X | ∅ | ∅ | ∅ |

Signatures

/s/ Charles E Coppa, attorney
in fact

10/15/2012

**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).

- Associated Private Equity, LLC of which Mr. Braverman is a member received 24,869 shares of the Issuer's Common Stock as a payment-in-kind dividend on 105 shares of the Issuer's 10% Convertible Preferred Stock owned at the time of the dividend payment date. Mr. Braverman disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (1) The reported securities are owned directly by Associated Private Equity, LLC, of which Mr. Braverman is a member. Mr Braverman disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
 - (2) Options vest equally over a term 5 years from date of grant and have a term of 10 years from date of grant.
 - (3) Common Stock Purchase Warrants are exercisable 5 months after issuance and have a term of 65 months from date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.