

HARVEST ASSOCIATES III LLC
 Form 4
 September 13, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 *
 HARVEST ASSOCIATES III LLC

2. Issuer Name and Ticker or Trading Symbol
 GLOBAL POWER EQUIPMENT GROUP INC/ [GEG]

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

(Last) (First) (Middle)
 280 PARK AVENUE, 33RD FLOOR
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/09/2005

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

NEW YORK, NY 10017

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

(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) | Price | | |
| | | | | Code V | Amount | | |
| Common Stock | 09/09/2005 | | J ⁽¹⁾ | D | \$ 9,768 | I | See footnote 1 |
| Common Stock | 09/09/2005 | | J ⁽²⁾ | D | \$ 1,332 | I | See footnote 2 |
| Common Stock | 09/12/2005 | | J ⁽³⁾ | D | \$ 21,560 | I | See footnote 3 |
| Common Stock | 09/12/2005 | | J ⁽⁴⁾ | D | \$ 2,940 | I | See footnote 4 |

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. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HARVEST ASSOCIATES III LLC 280 PARK AVENUE 33RD FLOOR NEW YORK, NY 10017 | | X | | |
| HARVEST PARTNERS III LP 280 PARK AVENUE C/O HARVEST PARTNERS, INC. NEW YORK, NY 10017 | | X | | |

Signatures

| | |
|--|------------|
| /s/ Harvey Mallement, Managing General Partner | 09/13/2005 |
| __Signature of Reporting Person | Date |
| /s/ Harvey Mallement, Managing General Partner (See Remarks) | 09/13/2005 |
| __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)

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These shares were sold by Harvest Partners III, L.P. (a 10% owner of the issuer). Following the sales, Harvest Partners III, L.P. owns directly 8,462,372 shares of the reported securities. Harvest Associates III, L.L.C. may be deemed to own indirectly all of the reported securities owned by Harvest Partners III, L.P. as a result of its being the general partner of Harvest Partners III, L.P. Harvest Associates III, L.L.C. disclaims beneficial ownership of the shares owned by Harvest Partners III, L.P. except to the extent of its pecuniary interest therein.

- (2) These shares were sold by Harvest Partners III, GbR ("HPG"). Following the sales, HPG owns directly 1,153,591 shares of the reported securities. Harvest Associates III, L.L.C. may be deemed to own indirectly all of the reported securities owned by HPG as a result of its being the sole administrator of HPG. Harvest Associates III, L.L.C. disclaims beneficial ownership of the shares owned by HPG, except to the extent of its pecuniary interest therein.

- (3) These shares were sold by Harvest Partners III, L.P. (a 10% owner of the issuer). Following the sales, Harvest Partners III, L.P. owns directly 8,440,812 shares of the reported securities. Harvest Associates III, L.L.C. may be deemed to own indirectly all of the reported securities owned by Harvest Partners III, L.P. as a result of its being the general partner of Harvest Partners III, L.P. Harvest Associates III, L.L.C. disclaims beneficial ownership of the shares owned by Harvest Partners III, L.P. except to the extent of its pecuniary interest therein.

- (4) These shares were sold by HPG (as defined above). Following the sales, HPG owns directly 1,150,651 shares of the reported securities. Harvest Associates III, L.L.C. may be deemed to own indirectly all of the reported securities owned by HPG as a result of its being the sole administrator of HPG. Harvest Associates III, L.L.C. disclaims beneficial ownership of the shares owned by HPG, except to the extent of its pecuniary interest therein.

Remarks:

Signed by Harvest Associates III, L.L.C. as General Partner of Harvest Partners III, L.P.

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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