

Hull Martin Daniel
 Form 4
 August 30, 2018

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 *
 Hull Martin Daniel

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O PLUG POWER INC., 968
 ALBANY-SHAKER ROAD
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 08/28/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Corporate Controller and CAO

LATHAM, NY 12110
 (City) (State) (Zip)

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

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial 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)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 1.96	08/28/2018	A	40,000 <u>(1)</u>					<u>(2)</u>	08/28/2028	Common Stock	40,000
Restricted Stock Unit	<u>(3)</u>	08/28/2018	A	40,000 <u>(1)</u>					<u>(4)</u>	<u>(4)</u>	Common Stock	40,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hull Martin Daniel C/O PLUG POWER INC., 968 ALBANY-SHAKER ROAD LATHAM, NY 12110			Corporate Controller and CAO	

Signatures

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

08/30/2018

__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) Awarded pursuant to the Issuer's 2011 Stock Option and Incentive Plan.

(2) 13,333 options vest on August 28, 2019, 13,333 options vest on August 28, 2020 and 13,334 options vest on August 28, 2021.

(3) Each restricted stock unit is the equivalent of one share of Plug Power Inc. common stock.

(4) 13,333 restricted stock units vest on August 28, 2019, 13,333 restricted stock units vest on August 28, 2020 and 13,334 restricted stock units vest on August 28, 2021.

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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