

ATLANTIC POWER CORP
Form 4
March 03, 2017

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 *
COFELICE JOSEPH

(Last) (First) (Middle)

C/O ATLANTIC POWER CORPORATION, 3 ALLIED DRIVE, SUITE 220

(Street)

DEDHAM, MA 02026

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ATLANTIC POWER CORP [AT]

3. Date of Earliest Transaction (Month/Day/Year)
02/28/2017

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)
EVP Commercial Development

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			
				Code	V	Amount		
Common shares <u>(1)</u>	02/28/2017		M		23,084	A	\$ 487,549	D
Common shares <u>(1)</u>	02/28/2017		F		11,542	D	\$ 2.38 487,549	D
Common shares <u>(2)</u>	02/28/2017		M		9,932	A	\$ 487,549	D
Common shares <u>(2)</u>	02/28/2017		F		4,966	D	\$ 2.38 487,549	D

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

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- Represents a grant of notional shares pursuant to the Company's Long-Term Incentive Plan (LTIP) in 2017 in respect of the 2016 performance year. 50% of these notional units, or 79,832, will vest ratably with respect to one-third on each of February 28, 2018, February 28, 2019 and February 28, 2020. The remaining 50% will also vest one-third on each of February 28, 2018, February 28, 2019 and February 28, 2020, the amount being at the discretion of the Board of Directors. Under the LTIP, each notional share represents a right to receive one-third in cash, which will be deposited into the reporting persons applicable payroll tax withholding account, and the remainder in common shares.
- (3)
 - (4) The reporting person vested in respect of one-third of the notional shares granted in 2015.
 - (5) The reporting person vested in respect of one-third of the notional shares granted in 2016.

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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