

PLUG POWER INC
Form 4
February 11, 2008

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 *
SMART HYDROGEN, INC.

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)
135 ARCH. MAKARIOS III
AVENUE, EMELLE BLDG., 2ND
FLOOR, OFFICE NO.22

3. Date of Earliest Transaction
(Month/Day/Year)
02/08/2008

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

(Street)
LIMASSOL, CYPRUS CY-3021

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock, par value \$0.01 per share | 02/08/2008 | | P | | 3,400 A \$ 3.3 | 5,124,404 | D ⁽¹⁾ |
| Common Stock, par value \$0.01 per share | 02/08/2008 | | P | | 300 A \$ 3.32 | 5,124,704 | D ⁽¹⁾ |
| Common Stock, par value \$0.01 | 02/08/2008 | | P | | 1,235 A \$ 3.34 | 5,125,939 | D ⁽¹⁾ |

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per share

Common Stock, par value \$0.01 02/08/2008 P 100 A \$ 3.35 5,126,039 D ⁽¹⁾
per share

Common Stock, par value \$0.01 02/08/2008 P 600 A \$ 3.38 5,126,639 D ⁽¹⁾
per share

Common Stock, par value \$0.01 02/08/2008 P 300 A \$ 3.39 5,126,939 D ⁽¹⁾
per share

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. 3) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class B Capital Stock, par value \$0.01 | \$ 39,500,000 ⁽²⁾ | | | | | (1)(2) | (1)(2) | Common Stock, par value \$0.01 | 395,000 ⁽²⁾ |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

SMART HYDROGEN, INC.
 135 ARCH. MAKARIOS III AVENUE
 EMELLE BLDG., 2ND FLOOR, OFFICE NO.22
 LIMASSOL, CYPRUS CY-3021

MMC NORLISK NICKEL
 22 VOZNESENSKY PEREULOK X
 MOSCOW, RUSSIA 125009

Clayburn Development Inc.
 PASEA ESTATE X
 ROAD TOWN
 TORTOLA, BVI

Branton LTD
 KINGS COURT, 1ST FLOOR X
 BAY STREET, P.O. BOX N-3944
 NASSAU, BAHAMAS

PROKHOROV MIKHAIL D
 22 VOZNESENSKY PEREULOK X
 MOSCOW, RUSSIA 125009

POTANIN VLADIMIR O
 9 BOLSHAYA YAKIMANKA STREET X
 MOSCOW, RUSSIA 119180

Signatures

| | |
|--|------------|
| /s/ Athina Karelidou, Director of Smart Hydrogen Inc. | 02/11/2008 |
| __Signature of Reporting Person | Date |
| /s/ Denis S. Morozov, CEO and Chairman of the Management Board of MMC Norilsk Nickel | 02/11/2008 |
| __Signature of Reporting Person | Date |
| /s/ Andrey Smirnov, Attorney-In-Fact for Clayburn Development Inc. | 02/11/2008 |
| __Signature of Reporting Person | Date |
| /s/ Maria Lambrianidou, Director of Branton Limited | 02/11/2008 |
| __Signature of Reporting Person | Date |
| /s/ Mikhail D. Prokhorov | 02/11/2008 |
| __Signature of Reporting Person | Date |
| /s/ Vladimir O. Potanin | 02/11/2008 |
| __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) The shares reported above are held directly by Smart Hydrogen Inc. ("Smart Hydrogen"), which is jointly owned and controlled by Clayburn Development Inc. ("Clayburn") and Branton Limited ("Branton"). Branton and Clayburn share investment control and controlling shareholder status over Smart Hydrogen and, as such, are indirect beneficial owners of the reported shares of Common Stock and Class B Capital Stock. Clayburn is a wholly-owned subsidiary of MMC Norilsk Nickel ("Norilsk"). Therefore, Norilsk is an indirect beneficial owner of the reported shares of Common Stock. Mikhail D. Prokhorov and Vladimir

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O. Potanin share investment control and controlling shareholder status over Branton and Norilsk and, as such, are indirect beneficial owners of the reported shares of Common Stock and Class B Capital Stock.

- (2) Each share of Class B Capital Stock is convertible at any time into 100 shares of Plug Power Inc.'s Common Stock, par value \$0.01 per share, subject to certain adjustments in the case of a stock split or reverse stock split of the Common Stock or a reorganization, recapitalization, reclassification, consolidation or merger involving Plug Power Inc.

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