

KAHN ALLEN  
Form 5  
October 16, 2012

**FORM 5**

**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).  
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 \*  
KAHN ALLEN  
(Last) (First) (Middle)

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

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

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)

6. Individual or Joint/Group Reporting  
(check applicable line)  
 Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

175 EAST DELAWARE PLACE, APT 7808  
(Street)

CHICAGO, IL 60611-1731  
(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)<br>(A) or (D)<br>Amount 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Common Stock                    | 06/01/2012                           | 06/01/2012   | X4                             | 69,000<br>(1) A \$ (1)  | 5,031,250  | D  | Â                                 |

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

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SEC 2270 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable Expiration Date                         | Title Amount of Number of Shares                              |
| Common Stock Purchase Options              | Â  | 06/01/2012                           | 06/01/2012   | X4                             | Â 69,000  | Â (2) Â (2)  | Common Stock 69,000   |
| Common Stock Purchase Option               | Â  | 06/01/2012                           | 06/01/2012   | J4                             | Â 115,500   | Â (4) Â (4)  | Common Stock 115,500  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| KAHN ALLEN<br>175 EAST DELAWARE PLACE<br>APT 7808<br>CHICAGO, IL 60611-1731 | Â             | Â X       | Â       | Â     |

## Signatures

/s/Charles E Coppa, attorney in fact  
10/16/2012  
\*\*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).
- (1) Options to purchase 69,000 shares of the common stock in aggregate were exercised at prices ranging from \$.23 to \$.51 per share.
- (2) 67,000 of the options exercised vested equally over a 5 year period from date of grant and had a 10 year term from date of grant. 2,000 of the options exercised vested immediately on date of grant and had a 10 year term from date of grant.
- (3) Options to purchase an aggregate of 115,000 shares of common stock at exercise prices ranging from \$.23 to \$1.95 expired unexercised.
- (4) 6,000 of the options vested immediately on the date of grant and had a term of 10 years from date of grant. 109,500 of the options vested equally over a 5 year period from date of grant and had a term of 10 years 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.