

Taylor James  
Form 3  
June 01, 2011

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *  |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |                                                                        |
| Â Taylor James                             |         | (Month/Day/Year)                     | AMP Holding Inc. [AMPD]                            |                                                                        |
| (Last)                                     | (First) | (Middle)                             | 10/11/2010                                         |                                                                        |
| C/O AMP HOLDING INC., Â 4540 ALPINE AVENUE |         |                                      | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                   |         |                                      | (Check all applicable)                             |                                                                        |
|                                            |         |                                      | <input checked="" type="checkbox"/> Director       | <input type="checkbox"/> 10% Owner                                     |
|                                            |         |                                      | <input checked="" type="checkbox"/> Officer        | <input type="checkbox"/> Other                                         |
|                                            |         |                                      | (give title below)                                 | (specify below)                                                        |
|                                            |         |                                      | CEO and Vice-Chairman                              |                                                                        |
| BLUE ASH, Â OH Â 45242                     |         |                                      |                                                    | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                     | (State) | (Zip)                                |                                                    | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|                                            |         |                                      |                                                    | <input type="checkbox"/> Form filed by More than One Reporting Person  |

**Table I - Non-Derivative Securities Beneficially Owned**

|                                    |                                                          |                                                                   |                                                          |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|

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

SEC 1473 (7-02)

**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.**

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

|                                               |                                                             |                                                                                |                                                        |                                                                            |                                                          |
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|--------------------------------------------------------|----------------------------------------------------------------------------|----------------------------------------------------------|
| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D)<br>or Indirect (I) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|                                               | Date Exercisable                                            | Expiration Date                                                                | Title                                                  | Amount or Number of Shares                                                 |                                                          |

(Instr. 5)

|                                  |                           |                           |                                          |           |         |   |   |
|----------------------------------|---------------------------|---------------------------|------------------------------------------|-----------|---------|---|---|
| Stock Options                    | 10/11/2010 <sup>(1)</sup> | 10/11/2015 <sup>(1)</sup> | Common<br>Stock, Par<br>Value<br>\$0.001 | 325,000   | \$ 0.68 | D | Â |
| Stock Options                    | 12/08/2010 <sup>(2)</sup> | 12/08/2020 <sup>(2)</sup> | Common<br>Stock, Par<br>Value<br>\$0.001 | 1,200,000 | \$ 0.72 | D | Â |
| Common Stock<br>Purchase Warrant | 12/08/2010                | 12/08/2015                | Common<br>Stock, Par<br>Value<br>\$0.001 | 600,000   | \$ 2    | D | Â |
| Stock Options                    | 05/25/2011 <sup>(3)</sup> | 05/25/2016 <sup>(3)</sup> | Common<br>Stock, Par<br>Value<br>\$0.001 | 500,000   | \$ 0.6  | D | Â |
| Common Stock<br>Purchase Warrant | 05/25/2011                | 05/25/2016                | Common<br>Stock, Par<br>Value<br>\$0.001 | 500,000   | \$ 2    | D | Â |

## Reporting Owners

| Reporting Owner Name / Address                                                   | Relationships |           |                         |       |
|----------------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                                                  | Director      | 10% Owner | Officer                 | Other |
| Taylor James<br>C/O AMP HOLDING INC.<br>4540 ALPINE AVENUE<br>BLUE ASH, OH 45242 | Â X           | Â         | Â CEO and Vice-Chairman | Â     |

## Signatures

/s/James E. Taylor  
05/31/2011

\_\_Signature of Reporting Person  
Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) 75,000 of the options vested on October 10, 2010 and 50,000 shall vest every six (6) months thereafter.
- (2) The 1,200,000 in stock options granted on December 28, 2010 vest in equal annual installments starting on the date of the grant and on the anniversary of the grant for two years thereafter and are exercisable for ten years from the grant date.
- (3) The 500,000 in stock options granted on May 25, 2011 vest at the rate of 125,000 shares every six months commencing on the six month anniversary of the date of the Option.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

## Edgar Filing: Taylor James - Form 3

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