

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 *
Ronan Terrence

(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)
Chief Financial Officer

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)
			Code	V	Amount or Price		
Common shares <u>(1)</u>	02/28/2017		M		32,440 A <u>(1)</u> 212,765	D	
Common shares <u>(1)</u>	02/28/2017		F		16,220 D \$ 2.38 212,765	D	
Common shares <u>(2)</u>	02/28/2017		M		29,429 A <u>(2)</u> 212,765	D	
Common shares <u>(2)</u>	02/28/2017		F		14,714 D \$ 2.38 212,765	D	
Common shares <u>(3)</u>	02/28/2017		M		29,795 A <u>(3)</u> 212,765	D	

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Common shares ⁽³⁾ 02/28/2017 F 14,897 D \$ 2.38 212,765 D

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

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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. Amount or Number of Shares
Notional shares	<u>(4)</u>	02/28/2017		A	151,261	<u>(4)</u> <u>(4)</u>	Common shares	151,261
Notional shares	<u>(5)</u>	02/28/2017		M	32,440	<u>(5)</u> <u>(5)</u>	Common shares	32,440
Notional shares	<u>(6)</u>	02/28/2017		M	29,429	<u>(6)</u> <u>(6)</u>	Common shares	29,429
Notional shares	<u>(7)</u>	02/28/2017		M	29,795	<u>(7)</u> <u>(7)</u>	Common shares	29,795

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Ronan Terrence
C/O ATLANTIC POWER CORPORATION
3 ALLIED DRIVE, SUITE 220
DEDHAM, MA 02026

Chief Financial Officer

Signatures

/s/ Terrence Ronan 03/03/2017

**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 reporting person acquired shares pursuant to the vesting (disclosed on Table II) of notional shares awarded in 2014. Two thirds of the vested notional shares were settled in common shares and one third were settled in cash, which was deposited into the reporting persons applicable payroll tax withholding account.

(2) The reporting person acquired shares pursuant to the vesting (disclosed on Table II) of notional shares awarded in 2015. Two thirds of the vested notional shares were settled in common shares and one third were settled in cash, which was deposited into the reporting persons applicable payroll tax withholding account.

(3) The reporting person acquired shares pursuant to the vesting (disclosed on Table II) of notional shares awarded in 2016. Two thirds of the vested notional shares were settled in common shares and one third were settled in cash, which was deposited into the reporting persons applicable payroll tax withholding account.

(4) 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 75,630, 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.

(5) The reporting person vested in respect of one-third of the notional shares granted in 2014.

(6) The reporting person vested in respect of one-third of the notional shares granted in 2015.

(7) 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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