

PLUG POWER INC
Form 5
February 16, 2016

FORM 5

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

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

OMB APPROVAL

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Number: 3235-0362
Expires: January 31,
2005
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1. Name and Address of Reporting Person *
Marsh Andrew

(Last) (First) (Middle)

C/O PLUG POWER INC., 968
ALBANY-SHAKER ROAD

(Street)

2. Issuer Name and Ticker or Trading
Symbol
PLUG POWER INC [PLUG]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2015

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)
President and CEO

6. Individual or Joint/Group Reporting

(check applicable line)

LATHAM, NY 12210

(City) (State) (Zip)

☒ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/23/2015	Â	M4	122,223	A \$ ⁽¹⁾	452,422	D Â
Common Stock	07/23/2015	Â	F4	71,926	D \$ 2.43	452,422	D Â
Common Stock	Â	Â	Â	Â	Â	61,843 ⁽²⁾	I By 401(k) Plan

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

**Persons who respond to the collection of information
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SEC 2270
(9-02)

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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 Underlying (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	Â	07/23/2015	Â	M4	Â	\$ 122,223 (3)	Â (4)	Â (4)	Common Stock
Option to purchase Plug Power Common Stock	\$ 2.43	07/23/2015	Â	A4	750,000 (3)	Â	Â (5)	07/23/2025	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Marsh Andrew C/O PLUG POWER INC., 968 ALBANY-SHAKER ROAD LATHAM, NY 12210	Â X	Â	Â President and CEO	Â

Signatures

/s/ Gerard L. Conway Jr.,
Attorney-in-Fact

02/16/2016

__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) Restricted stock units convert into common stock on a one-for-one basis.
- (2) The reporting person holds 61,843 shares of Plug Power Common Stock under a 401(k) plan. The information in this report is based on a plan statement as of December 31, 2015.
- (3) Awarded pursuant to Plug Power's 2011 Stock Option and Incentive Plan.
- (4) The restricted stock units vest as follows: 122,222 shares vest on July 23, 2014; 122,223 shares vest on July 23, 2015; 122,222 shares lapse on July 23, 2016.
- (5) 250,000 options vest on July 23, 2016, 250,000 options vest on July 23, 2017 and 250,000 options vest on July 23, 2018.

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