

WILLIS GARY K
Form 4
September 30, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
WILLIS GARY K

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)
968 ALBANY SHAKER ROAD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/20/2011

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

LATHAM, NY 12110

(City) (State) (Zip)

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

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)	
				(A) or (D)	Price			
				Code	V	Amount	(D)	Price

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.

SEC 1474 (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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security		or Disposed of (D)		Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
		(Instr. 3, 4, and 5)									
Option to Purchase Plug Power Common Stock	\$ 1.93		09/20/2011	A		65,000 ⁽¹⁾		<u>(2)</u>	09/20/2021	Plug Power Common Stock	65,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILLIS GARY K 968 ALBANY SHAKER ROAD LATHAM, NY 12110			X	

Signatures

/s/ Gerard L. Conway, Jr., Attorney in Fact	09/30/2011
<u> </u> **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) Awarded pursuant to Plug Power's 2011 Stock Option and Incentive Plan.

(2) Consists of an option to acquire common stock granted on September 20, 2011 with respect to which: 21,667 shares will become exercisable on September 20, 2012; 21,667 shares will become exercisable on September 20, 2013; 21,666 shares will become exercisable on September 20, 2014.

(3) Existing stock options held by the reporting person have been adjusted to reflect the May 19, 2011 1-for-10 reverse stock split as follows: 125 granted on 10/16/2001 exercise price \$36.70; 1,500 granted on 3/25/2003 exercise price \$52.90; 1,000 granted on 5/22/2003 exercise price of \$50.20; 1,200 granted on 5/20/2004 exercise price \$75.00; 1,200 granted on 6/1/2005 exercise price \$62.20; 1,200 granted on 6/28/2006 exercise price \$46.40; 1,200 granted on 5/17/2007 exercise price \$29.80; 1,200 granted 5/21/2008 exercise price \$32.10; 1,200 granted on 5/20/2009 exercise price \$9.50; 12,500 granted 5/20/2009 exercise price \$9.50; 1,200 granted on 5/19/2010 exercise price \$4.80; 1,200 granted on 5/12/2011 exercise price \$5.10.

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.