

PLUG POWER INC  
Form 4  
March 22, 2016

**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 \*  
Marsh Andrew

(Last) (First) (Middle)

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

(Street)

LATHAM, NY 12110

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
03/18/2016

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 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		
Common Stock	03/18/2016		X		\$ 21,505	A	
Common Stock					61,843 <sup>(1)</sup>	I	By 401(k) Plan

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

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SEC 1474 (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 Amount of Underlying Securities (Instr. 3 and 4)		8
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Warrant (right to buy) <sup>(2)</sup>	\$ 0.93	03/18/2016		X	21,505	<sup>(3)</sup>	05/31/2016	Common Stock	21,505

**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 12110	X		President and CEO	

**Signatures**

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

03/22/2016

\*\*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) The Reporting Person holds 61,843 shares of Issuer Common Stock under a 401(k) plan. The information in this report is based on a plan statement as of December 31, 2015.
- This Warrant was previously reported as relating to 15,000 shares with an exercise price of \$3.00 per share. As a result of the Warrant's adjustment provisions, the Warrant was adjusted to relate to 48,387 shares and an exercise price of \$0.93 per share. This Warrant has
- (2) been exercised in exchange for a cash payment by the reporting owner. This Warrant was acquired in 2011 in connection with the purchase of Issuer Common Stock, and it is being exercised prior to its expiration date of May 31, 2016. The Reporting Person intends to hold the shares of common stock.
- (3) Warrant became exercisable upon issuance.
- As previously reported on August 27, 2015, the Reporting Person partially exercised the Warrant. The total beneficially owned derivative
- (4) securities following the transaction inadvertently included securities of a separate class, and, accordingly, such previously reported shares are now properly excluded.

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.