

ATLANTIC POWER CORP  
Form 4  
March 04, 2014

**FORM 4**

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

OMB APPROVAL

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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 \*  
Welch Barry Edward  
  
(Last) (First) (Middle)  
  
C/O ATLANTIC POWER CORPORATION, ONE FEDERAL STREET, 30TH FLOOR  
  
(Street)  
  
BOSTON, MA 02110  
  
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
ATLANTIC POWER CORP [AT]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/28/2014

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 Executive 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 <sup>(1)</sup>	02/28/2014		M		5,973 A <u>(1)</u>	345,014	D
Common shares <sup>(1)</sup>	02/28/2014		F		1,991 D \$ 2.64	345,014	D
Common shares <sup>(2)</sup>	02/28/2014		M		18,696 A <u>(2)</u>	345,014	D
Common shares <sup>(2)</sup>	02/28/2014		F		6,232 D \$ 2.64	345,014	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. Pr Deri Secu (Inst	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Notional shares	(3)	02/28/2014		M	5,973 (3)	(3)	(3)	Common share	5,973
Notional shares	(4)	02/28/2014		M	18,696 (4)	(4)	(4)	Common share	18,696

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Welch Barry Edward C/O ATLANTIC POWER CORPORATION ONE FEDERAL STREET, 30TH FLOOR BOSTON, MA 02110	X		Chief Executive Officer	

## Signatures

/s/Barry E. Welch  
03/04/2014

\*\*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 2012 in respect of the 2011 performance year (the "Supplemental Grant"). 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 2012 in respect of the 2011 performance year (the "Annual Grant"). 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.

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- (3) The reporting person vested in respect of one-third of the notional shares granted in 2012 with respect to the 2011 performance period (including additional notional shares accrued pursuant to dividend equivalent rights) (the "Supplemental Grant").
- (4) The reporting person vested in respect of one-third of the notional shares granted in 2012 with respect to the 2011 performance period (including additional notional shares accrued pursuant to dividend equivalent rights) (the "Annual Grant").

- The amount of securities beneficially owned following the reported transactions reflect those holdings as of the date of this Form. The
- (5) total includes dividend equivalent rights accrued on the notional shares previously earned pursuant to the LTIP. Dividend equivalent rights are credited in notional shares.

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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