#### ATLANTIC POWER CORP

Form 4/A

December 15, 2014

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average

burden hours per response...

subject to Section 16. Form 4 or Form 5 obligations

Check this box

if no longer

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

2. Issuer Name and Ticker or Trading

ATLANTIC POWER CORP [AT]

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

Symbol

1(b).

(Print or Type Responses)

Gerstein Irving Russell

1. Name and Address of Reporting Person \*

			ATLANTIC POWER CORP [AT]				AT]	(Check all applicable)				
(Last) (First) (Middle)  C/O ATLANTIC POWER  CORPORATION, ONE FEDERAL  STREET, 30TH FLOOR			3. Date of Earliest Transaction (Month/Day/Year) 12/08/2014						_X_ Director Officer (gives)	10% Owner		
		4. If Amendment, Date Original						6. Individual or Joint/Group Filing(Check				
BOSTON,		Filed(Month/Day/Year) 12/10/2014						Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye		Date, if	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D) Price			5. Amount of Securities Ownership Beneficially Form: Direc Owned (D) or Following Indirect (I) Reported (Instr. 4) Transaction(s) (Instr. 3 and 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
_								\$			By CAMF Holdings Ltd., a	
Common shares	12/08/2014			P(3)		29,700	A	2.33 (1)	49,500	I (4)	personally directed holding company	
Common shares	12/08/2014			P(3)		10,300	A	\$ 2.34 (2)	59,800	I (4)	By CAMF Holdings Ltd., a personally	

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directed holding company

(9-02)

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

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	umber Expiration Date		Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e	Secur	Securities	(Instr. 5)	Bene	
	Derivative				Securities			(Instr.	. 3 and 4)		Owne
	Security	y Acquired								Follo	
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	TP:41	or		
						Exercisable	Date	Title	Number		
				C 1 17	(A) (D)				of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Gerstein Irving Russell C/O ATLANTIC POWER CORPORATION ONE FEDERAL STREET, 30TH FLOOR BOSTON, MA 02110



## **Signatures**

Kenneth M. Hartwick, attorney-in-fact

12/15/2014

\*\*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).
- The common shares were purchased at a price of Cdn\$2.66 and converted to U.S. dollars using the December 5, 2014 end of day **(1)** exchange rate of .8747.

**(2)** 

Reporting Owners 2

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The common shares were purchased at a price of Cdn\$2.67 and converted to U.S. dollars using the December 5, 2014 end of day exchange rate of .8747.

- (3) The transaction code in this amended filing has been corrected to P from A in the original filing.
- (4) The ownership form in this amended filing has been corrected to Indirect from Direct in the original filing.

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.