

ATLANTIC POWER CORP

Form 4

March 21, 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 \*  
 Ronan Terrence

(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 Financial 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                                                                                        | (D)                                                      | Price                             |

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

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 information contained in this form are not  
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 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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|-----------------------------------------|----------------------------------------------|----|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|-----------------------------------------|----------------------------------------------|----|

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| Security<br>(Instr. 3) | or Exercise<br>Price of<br>Derivative<br>Security | any<br>(Month/Day/Year) | Code<br>(Instr. 8) | Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | (Month/Day/Year) | (Instr. 3 and 4) | S<br>(I             |                    |                  |                                  |
|------------------------|---------------------------------------------------|-------------------------|--------------------|-----------------------------------------------------------------------------|------------------|------------------|---------------------|--------------------|------------------|----------------------------------|
|                        |                                                   |                         | Code               | V                                                                           | (A)              | (D)              | Date<br>Exercisable | Expiration<br>Date | Title            | Amount or<br>Number of<br>Shares |
| Notional<br>shares     | (1)                                               | 02/28/2014              | A                  |                                                                             | 132,576<br>(1)   |                  | (1)                 | (1)                | Common<br>shares | 132,576                          |

## Reporting Owners

| Reporting Owner Name / Address                                                                         | Relationships                    |
|--------------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                        | Director 10% Owner Officer Other |
| Ronan Terrence<br>C/O ATLANTIC POWER CORPORATION<br>ONE FEDERAL STREET, 30TH FLOOR<br>BOSTON, MA 02110 | Chief Financial Officer          |

## Signatures

/s/ Terrence  
Ronan 03/21/2014

\*\*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) Represents a grant of notional shares pursuant to the Company's Long-Term Incentive Plan ("LTIP") in 2014 in respect of the 2013 performance year that vest ratably with respect to one-third on each of February 28, 2015, February 28, 2016 and February 28, 2017. Under the LTIP, each notional share represents a right to receive one-third in cash, which will be deposited into the reporting persons applicable payroll tax withholding account, and the remainder in common shares.

(2) The amount of securities beneficially owned following the reported transactions reflect those holdings as of the date of this Form. The 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. 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.