

ATLANTIC POWER CORP

Form 3

January 28, 2015

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIESFiled 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 *

Â MOORE JAMES J JR

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/26/2015

3. Issuer Name **and** Ticker or Trading Symbol
ATLANTIC POWER CORP [AT]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☒ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Chief Executive Officer

C/O ATLANTIC POWER
CORPORATION,Â ONE
FEDERAL STREET, 30TH
FLOOR

(Street)

BOSTON,Â MAÂ 02110

(City)

(State)

(Zip)

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 Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Transition notional shares	Â (1)	Â (1)	Common shares	523,256	\$ (2)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOORE JAMES J JR C/O ATLANTIC POWER CORPORATION ONE FEDERAL STREET, 30TH FLOOR BOSTON,Â MAÂ 02110	Â X	Â	Â Chief Executive Officer	Â

Signatures

/s/ John S. Miele,
attorney-in-fact

01/28/2015

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Represents a grant of transitional notional shares pursuant to the previously filed Transition Equity Grant Participation Agreement. With respect to 50% of the transition notional shares, the vesting date shall be on or any time after January 26, 2017 if the weighted average Canadian dollar closing price of Common Shares on the TSX for at least three consecutive calendar months has exceeded \$2.58 per common share by at least 50%. The remaining 50% of the transition notional shares vest on January 26, 2019. Under the Transition Equity Grant Participation Agreement, each transition notional share represents a right to receive one-third in cash, which will be deposited into the payroll tax withholding account, and the remainder in common shares.

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

(2) Transition notional shares are eligible to receive a credit equal in transition notional shares to the amount of dividends paid per common share.

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.