

HAINES DENNIS

Form 4

August 21, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
HAINES DENNIS

2. Issuer Name **and** Ticker or Trading
Symbol
ENVIRONMENTAL POWER
CORP [(EPG)]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O ENVIRONMENTAL POWER
CORPORATION, 120 WHITE
PLAINS ROAD, 6TH FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
08/19/2009

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
Vice Pres. and General Counsel

(Street)
TARRYTOWN, NY 10591

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
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 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/19/2009		A	(A) or (D) A	12,500 (1) \$ 0.01	26,597	D

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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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Appreciation Right	\$ 0.55	08/19/2009		A	25,000 (2)	(3) 08/18/2019	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HAINES DENNIS C/O ENVIRONMENTAL POWER CORPORATION 120 WHITE PLAINS ROAD, 6TH FLOOR TARRYTOWN, NY 10591	Vice Pres. and General Counsel

Signatures

/s/ Scott E. Pueschel, Attorney-in-Fact for Dennis
Haines

08/21/2009

**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 shares of common stock subject to a restricted stock award under the Company's 2006 Equity Incentive Plan. The award vests in three equal annual installments beginning on August 19, 2010, and vests in full upon a change in control, as defined.
- (2) Represents the number of shares of common stock used to measure the appreciation in value, if any, of the stock appreciation right. The stock appreciation right may be settled in cash, in shares of common stock, or in a combination thereof at the election of the Company.
- (3) The stock appreciation right becomes exercisable in three equal annual installments beginning on August 19, 2010, and becomes exercisable in full upon a change in control, as defined.
- (4) Not Applicable.

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.