

PLUG POWER INC  
Form 5  
February 16, 2016

# FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
Conway Gerard L JR

(Last) (First) (Middle)

C/O PLUG POWER INC., NY 968  
ALBANY-SHAKER ROAD

(Street)

LATHAM, NY 12210

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
PLUG POWER INC [PLUG]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2015

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)  
General Counsel

6. Individual or Joint/Group Reporting

(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) | (A) or (D) | Price             | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------------------|--|--|---|
| Common Stock                    | 07/23/2015                           | ^  | M4                             | 11,112  | A          | \$ <sup>(1)</sup> | 5,262  | D  | ^   |
| Common Stock                    | 07/23/2015                           | ^  | F4                             | 5,850   | D          | \$ 2.43           | 5,262  | D  | ^   |
| Common Stock                    | ^                                    | ^  | ^                              | ^   | ^          | ^                 | 38,949 <sup>(2)</sup>  | I  | By 401(k) Plan  |

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 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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable Expiration Date                         | Title   |
| Restricted Stock Units                     | Â  | 07/23/2015                           | Â  | M4                             | Â 11,112<br>(3)   | Â (4) Â (4)  | Common Stock                                      |
| Option to purchase Plug Power Common Stock | \$ 2.43  | 07/23/2015                           | Â  | A4                             | 200,000<br>(3)  | Â (5) 07/23/2015   | Plug Power Common Stock                           |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| Conway Gerard L JR<br>C/O PLUG POWER INC.,<br>968 ALBANY-SHAKER ROAD<br>LATHAM, NY 12210 | Â             | Â         | Â General Counsel | Â     |

## Signatures

/s/ Gerard L.  
Conway Jr., 02/16/2016

\*\*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) Restricted stock units convert into common stock on a one-for-one basis.
- (2) The reporting person holds 38,949 shares of Plug Power Common Stock under a 401(k) plan. The information in this report is based on a plan statement as of December 31, 2015.
- (3) Awarded pursuant to Plug Power's 2011 Stock Option and Incentive Plan.
- (4) The restricted stock units vest as follows: 11,111 shares vest on July 23, 2014; 11,112 shares vest on July 23, 2015; 11,111 shares lapse on July 23, 2016.

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(5) 66,668 options vest on July 23, 2016, 66,666 options vest on July 23, 2017 and 66,666 options vest on July 23, 2018.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.