

ATLANTIC POWER CORP

Form 4

October 14, 2014

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
McNeil John Alexander

(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)

10/09/2014

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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price \$
Common shares	10/09/2014		P		8,000	A	2.07 (1)
							35,500
							D

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

**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
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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)**

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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)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares
Convertible debentures	\$ 11.71 (2)	10/09/2014		P	\$ 45,030 (3)	10/09/2014 03/15/2017	Common shares 3,46 (4)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
McNeil John Alexander C/O ATLANTIC POWER CORPORATION ONE FEDERAL STREET, 30TH FLOOR BOSTON, MA 02110	X

Signatures

Kenneth M. Hartwick,
attorney-in-fact 10/14/2014

__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) The common shares were acquired at a price of Cdn\$2.30 which was converted to the U.S. dollar equivalent of \$2.07 using the October 8, 2014 end of day exchange rate of .9006.
- (2) The convertible debentures are convertible into approximately 76.9231 common shares per Cdn\$1,000 principal amount, at any time, at the option of the holder representing a conversion price of Cdn\$13.00 per common share. The conversion price of Cdn\$13.00 was converted to the U.S. dollar equivalent of \$11.71 using the October 8, 2014 end of day exchange rate of .9006.
- (3) The Cdn\$50,000 principal of convertible debentures were converted to a U.S. dollar equivalent of \$45,030 using the October 8, 2014 end of day exchange rate of .9006.
- (4) The convertible debentures are convertible into approximately 76.9231 common shares per Cdn\$1,000 principal amount, at any time, at the option of the holder representing a conversion price of Cdn\$13.00 per common share. The Cdn\$50,000 of convertible debentures converts to 3,464 common shares using the October 8, 2014 end of day exchange rate of .9006.
- (5) The Cdn\$50,000 principal of convertible shares were purchased at a price of Cdn\$86.50. This was converted to a U.S. dollar equivalent of \$77.90 using the October 8, 2014 end of day exchange rate of .9006.

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.