Schmid Keith Form 4 August 30, 2018

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

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person * Schmid Keith

(First)

(Middle)

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

LATHAM, NY 12110

(Street)

2. Issuer Name and Ticker or Trading Symbol

PLUG POWER INC [PLUG]

(Month/Day/Year) 08/28/2018

4. If Amendment, Date Original

3. Date of Earliest Transaction

Filed(Month/Day/Year)

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify

below) below)

Chief Operating Officer & SrVP 6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

5. Amount of

(Instr. 3 and 4)

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

Securities Beneficially Owned Following Reported

Transaction(s)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I)

Ownership (Instr. 4) (Instr. 4)

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

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Disposed of	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option (right to buy)	\$ 1.96	08/28/2018		A	250,000 (1)		<u>(2)</u>	08/28/2028	Common Stock	250,00
Restricted Stock Unit	<u>(3)</u>	08/28/2018		A	250,000 (1)		<u>(4)</u>	<u>(4)</u>	Common Stock	250,00

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Schmid Keith C/O PLUG POWER INC., 968 ALBANY-SHAKER ROAD LATHAM, NY 12110

Chief Operating Officer & SrVP

Signatures

/s/ Gerard L. Conway, Jr.,
Attorney-in-Fact
08/30/2018

**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) Awarded pursuant to the Issuer's 2011 Stock Option and Incentive Plan.
- (2) 83,333 options vest on August 28, 2019, 83,333 options vest on August 28, 2020 and 83,334 options vest on August 28, 2021.
- (3) Each restricted stock unit is the equivalent of one share of Plug Power Inc. common stock.
- (4) 83,333 restricted stock units vest on August 28, 2019, 83,333 restricted stock units vest on August 28, 2020 and 83,334 restricted stock units vest on August 28, 2021.

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.

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