PLUG POWER INC
Form 4
August 28, 2014

FORM 4

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

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

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Air Liquide Investissements d'Avenir et de Demonstration

(Last) (First) (Middle)

6, RUE COGNACQ JAY

(Street)

PARIS, I0 75007

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/26/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Stock, par value $0.01 per share (1)	08/26/2014		C		5,521,676	A	(2)	5,561,000	D	

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 Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series C Redeemable Convertible Preferred Stock	(2)	08/26/2014		C			5,200	05/08/2014	(3)	Common Stock, par value $0.01 per share	5,521,67

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Air Liquide Investissements d'Avenir et de Demonstration 6, RUE COGNACQ JAY PARIS, I0 75007	X			

Signatures

/s/ Pierre-Etienne Franc, Directeur General de la societe of Air Liquide Investissements d'Avenir et de Demonstration — 08/28/2014

**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) Xavier Pontone serves on the board of directors of Plug Power Inc. as the representative of Air Liquide Investissements d'Avenir et de Demonstration.

(2) 5,521,676 shares of Common Stock were acquired on conversion on August 26, 2014 of 5,200 shares of the Series C Redeemable Convertible Preferred Stock acquired on May 16, 2013. At the current exchange rate of .2343 per share, each share of Series C Redeemable Convertible Preferred Stock is convertible into 1,061.86086214255 shares of Common Stock.

(3) The Series C Redeemable Convertible Preferred Stock does not have an expiration date.

(4) Pursuant to a Securities Purchase Agreement dated as of May 8, 2013, Air Liquide Investissements d'Avenir et de Demonstration purchased 10,431 shares of Series C Redeemable Convertible Preferred Stock for EURO 2,000,000.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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