Welch Barry Edward Form 4 May 24, 2011

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

SECURITIES

OMB Number:

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Expires:

January 31, 2005

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response...

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Form 5 obligations may continue.

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

See Instruction 1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Welch Barry Edward

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

ATLANTIC POWER CORP [AT]

(Check all applicable)

C/O ATLANTIC POWER

(First)

CORPORATION, 200 **CLARENDON ST., FLOOR 25** 3. Date of Earliest Transaction

(Month/Day/Year) 04/30/2011

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

below) CEO & President

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

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

BOSTON, MA 02116

Security

(Instr. 3)

Derivative

(State) (Zip) (City) 1. Title of 2. Transaction Date 2A. Deemed

Conversion

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Ownership Owned (I)

Following Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

or

(Instr. 4) (Instr. 4)

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

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Expiration Date

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

3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and 1. Title of 7. Title and Amount of 8. Price

(Month/Day/Year) Execution Date, if Transaction of

Deriva

Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)			(Month/Day/Year)		(Instr. 3 and 4)		Securi (Instr.	
				Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Dividend Equivalent Rights	<u>(1)</u>	04/30/2011		A	403		<u>(1)</u>	<u>(1)</u>	Common Share	403	\$

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Welch Barry Edward C/O ATLANTIC POWER CORPORATION 200 CLARENDON ST., FLOOR 25 BOSTON, MA 02116

CEO & President

Signatures

Patrick J. Welch, attorney-in-fact

05/24/2011

**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 dividend equivalent rights accrued on the units granted under the Company's Long Term Incentive Plan. Each dividend equivalent right is the economic equivalent of one common share.

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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