Hartwick Kenneth Michael Form 4 June 02, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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Estimated average

**OMB APPROVAL** 

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obligations

Check this box

may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Hartwick Kenneth Michael

2. Issuer Name and Ticker or Trading Symbol

ATLANTIC POWER CORP [AT]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First) (Middle) 3. Date of Earliest Transaction

(Check all applicable)

(Month/Day/Year)

05/31/2011

X\_ Director 10% Owner Officer (give title Other (specify below)

C/O ATLANTIC POWER CORPORATION, 200 **CLARENDON ST., FLOOR 25** 

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

BOSTON, MA 02116

Security

(Instr. 3)

(State) (Zip) (City) 1. Title of

2. Transaction Date 2A. Deemed 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)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned (I) Ownership

(Instr. 4)

(Instr. 4)

Following Reported Transaction(s)

or (Instr. 3 and 4) Code V Amount (D) Price

(A)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

5. Number 6. Date Exercisable and 1. Title of 3. Transaction Date 3A. Deemed 7. Title and Amount of 8. Price Derivative (Month/Day/Year) Execution Date, if Transaction of **Expiration Date** Underlying Securities Deriva Conversion

#### Edgar Filing: Hartwick Kenneth Michael - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		, , ,		(Instr. 3 and 4)		Securi (Instr.
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Dividend Equivalent Rights	<u>(1)</u>	05/31/2011		A	330	<u>(1)</u>	<u>(1)</u>	Common Share	330	\$

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Hartwick Kenneth Michael C/O ATLANTIC POWER CORPORATION 200 CLARENDON ST., FLOOR 25 BOSTON, MA 02116



## **Signatures**

Patrick J. Welch, attorney-in-fact

06/02/2011

\*\*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).
- The dividend equivalent rights accrued on the deferred share units granted under the Company's Deferred Share Unit Plan, which provides for the payment of all accrued deferred share units and dividend equivalent rights to the reporting person following his or her termination as a director. Each deferred share unit and each dividend equivalent right is equal to 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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