

PLUG POWER INC
Form 4
October 11, 2007

FORM 4

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

OMB APPROVAL

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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)

1. Name and Address of Reporting Person *
SMART HYDROGEN, INC.

(Last) (First) (Middle)

135 ARCH. MAKARIOS III
AVENUE, EMELLE BLDG., 2ND
FLOOR, OFFICE NO.22

(Street)

LIMASSOL, CYPRUS CY-3021

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/09/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X 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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.01 per share | 10/09/2007 | | P | | 40,000 | A | \$ 3.071 (3) |
| Common Stock, par value \$0.01 per share | 10/10/2007 | | P | | 40,764 | A | \$ 3.0823 (3) |

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

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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)

| 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) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|-----------------|--------------------------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class B Capital Stock, par value \$0.01 | (2) | | | | | (2) | (2) | | | Common Stock, par value \$0.01 | 39,500,000 (2) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SMART HYDROGEN, INC. 135 ARCH. MAKARIOS III AVENUE EMELLE BLDG., 2ND FLOOR, OFFICE NO.22 LIMASSOL, CYPRUS CY-3021 | | X | | |
| MMC NORLISK NICKEL 22 VOZNESENSKY PEREULOK MOSCOW, RUSSIA 125009 | | X | | |
| Clayburn Development Inc. PASEA ESTATE ROAD TOWN TORTOLA, BVI | | X | | |
| Branton LTD KINGS COURT, 1ST FLOOR BAY STREET, P.O. BOX N-3944 NASSAU, BAHAMAS | | X | | |

| | |
|--|---|
| PROKHOROV MIKHAIL D 22 VOZNESENSKY PEREULOK MOSCOW, RUSSIA 125009 | X |
| POTANIN VLADIMIR O 9 BOLSHAYA YAKIMANKA STREET MOSCOW, RUSSIA 119180 | X |

Signatures

| | |
|--|------------|
| /s/ Athina Karelidou, Director of Smart Hydrogen Inc. | 10/09/2007 |
| __Signature of Reporting Person | Date |
| /s/ Denis S. Morozov, CEO and Chairman of the Management Board of MMC Norilsk Nickel | 10/09/2007 |
| __Signature of Reporting Person | Date |
| /s/ Sergey Gorskiy, Attorney-In-Fact for Clayburn Development Inc. | 10/09/2007 |
| __Signature of Reporting Person | Date |
| /s/ Maria Lambrianidou, Director of Branton Limited | 10/09/2007 |
| __Signature of Reporting Person | Date |
| /s/ Mikhail D. Prokhorov | 10/09/2007 |
| __Signature of Reporting Person | Date |
| /s/ Vladimir O. Potanin | 10/09/2007 |
| __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 shares reported above are held directly by Smart Hydrogen Inc. ("Smart Hydrogen"), which is jointly owned and controlled by Clayburn Development Inc. ("Clayburn") and Branton Limited ("Branton"). Branton and Clayburn share investment control and controlling shareholder status over Smart Hydrogen and, as such, are indirect beneficial owners of the reported shares of Common Stock and Class B Capital Stock. Clayburn is a wholly-owned subsidiary of MMC Norilsk Nickel ("Norilsk"). Therefore, Norilsk is an indirect beneficial owner of the reported shares of Common Stock. Mikhail D. Prokhorov and Vladimir O. Potanin share investment control and controlling shareholder status over Branton and Norilsk and, as such, are indirect beneficial owners of the reported shares of Common Stock and Class B Capital Stock.
- (2) Each share of Class B Capital Stock is convertible at any time into 100 shares of Plug Power Inc.'s Common Stock, par value \$0.01 per share, subject to certain adjustments in the case of a stock split or reverse stock split of the Common Stock or a reorganization, recapitalization, reclassification, consolidation or merger involving Plug Power Inc.
- (3) This is the average price per share of the securities acquired.

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.