PLUG POWER INC

Form 5

February 13, 2015

FORM 5

Check this box if

OMB APPROVAL

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

Number: 3235-0362

January 31,

no longer subject to Section 16. Form 4 or Form 5 obligations may continue. Expires: 2005
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ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

burden hours per response... 1.0

See Instruction
1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
Reported

Form 4

30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer Marsh Andrew Symbol PLUG POWER INC [PLUG] (Check all applicable) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) (Middle) (Month/Day/Year) _X_ Director 10% Owner _X__ Officer (give title Other (specify 12/31/2014 below) below) 968 ALBANY SHAKER RD President and CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year)

LATHAM, NYÂ 12110

(State)

(Zip)

(City)

X Form Filed by One Reporting Person ___ Form Filed by More than One Reporting Person

(check applicable line)

	, ,	· · · · lai	oie i - Non-De	rivative Se	ecuriu	ies Acq	luirea, Disposea	oi, or Beneficia	ny Ownea
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction	Acquired	(A) o	r	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed	of (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned at end	Indirect (I)	Ownership
					(4)		of Issuer's	(Instr. 4)	(Instr. 4)
					(A)		Fiscal Year		
				Amount	or (D)	Price	(Instr. 3 and 4)		
				Amouni	(17)	Price			

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table I. Non Derivative Securities Acquired Disposed of or Peneficially Owned

SEC 2270 (9-02)

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

1. Title of	2	3. Transaction Date	3A Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amoun
	2. C :						
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Derivative	Expiration Date	Underlying Securit
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr 3)	Price of		(Month/Day/Year)	(Instr 8)	Acquired (A)		

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	Derivative Security				or Dispose (D) (Instr. 3, 4 and 5)						
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh	
Warrant Conversion	\$ 0.93	09/16/2013	Â	С	48,387	Â	(2)	05/31/2016	Plug Power Common Stock	48,3	

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
Marsh Andrew 968 ALBANY SHAKER RD LATHAM, NY 12110	ÂX	Â	President and CEO	Â			

Signatures

/s/ Gerard L. Conway Jr., Attorney 02/12/2015 in Fact

> **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).
- This Warrant previously was reported as relating to 15,000 shares with an exercise price of \$3.00 per share. As a result of the Warrant's adjustment provisions, the Warrant was adjusted to relate to 48,387 shares and an exercise price of \$0.93 per share.
- (2) Warrant became exercisable upon issuance.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

Reporting Owners 2