

AMERICAS POWER PARTNERS INC
Form 15-12G
May 11, 2005

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

FORM 15

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER
SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION
OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number: **000-24989**

Americas Power Partners, Inc.

(Exact name of registrant as specified in its charter)

710 North York Road, Hinsdale, Illinois 60521 (630) 325-9101

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Common Stock, no par value per share

(Title of each class of securities covered by this Form)

None

(Title of all other classes of securities for which a duty to file reports under section 13(a) or 5(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)(i) <input checked="" type="checkbox"/>	Rule 12h-3(b)(1)(i) <input type="checkbox"/>
Rule 12g-4(a)(1)(ii) <input type="checkbox"/>	Rule 12h-3(b)(1)(ii) <input type="checkbox"/>
Rule 12g-4(a)(2)(i) <input type="checkbox"/>	Rule 12h-3(b)(2)(i) <input type="checkbox"/>
Rule 12g-4(a)(2)(ii) <input type="checkbox"/>	Rule 12h-3(b)(2)(ii) <input type="checkbox"/>
	Rule 15d-6 <input checked="" type="checkbox"/>

Approximate number of holders of record as of the certification or notice date: 151

Pursuant to the requirements of the Securities Exchange Act of 1934, Americas Power Partners, Inc. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: May 11, 2005

Name: /s/ Jerome P. Frett

Title: Chief Financial Officer