

Pedersen Esben W.
Form 4
March 19, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Pedersen Esben W.

2. Issuer Name and Ticker or Trading Symbol
Pattern Energy Group Inc. [PEGI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/15/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Chief Investment Officer

PIER 1, BAY 3

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

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 or Price		
Class A Common Stock	03/15/2018		D		3,633 (1)	D	\$ 0 128,495
Class A Common Stock	03/15/2018		F		2,513 (2)	D	\$ 18.55 125,982
Class A Common Stock	03/15/2018		A		21,429 (3)	A	\$ 0 147,411
Class A Common	03/15/2018		A		14,016 (4)	A	\$ 0 161,427

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Stock

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

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(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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pedersen Esben W. PIER 1, BAY 3 SAN FRANCISCO, CA 94111			Chief Investment Officer	

Signatures

/s/ Dyann S. Blaine,
attorney-in-fact 03/19/2018

**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) Represents shares forfeited from performance based shares granted on April 10, 2015 (the "2015 TSR Award") that were eligible to vest based on certain financial performance objectives. Upon grant, the maximum vesting amount was reported in Table 1 of Form 4 filed April 14, 2015. On March 15, 2018, the Company determined that based on the Company's performance over the applicable performance period, 7,265 shares would vest and 3,633 shares would be forfeited.
- (2) Represents shares withheld for satisfaction of tax withholding obligation arising as a result of the vesting of the 2015 TSR Award. *See* footnote 1.

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- Represents the maximum number of shares granted pursuant to a performance share award which may become earned and vested based
- (3) on relative total shareholder return over the three-year period ending December 31, 2020. The actual amount eligible for vesting will be between 0 and 100% of this number, depending on actual performance.
 - (4) Represents a time-vested restricted share award which vests in 3 equal annual installments starting in December 2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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