

GLOBAL POWER EQUIPMENT GROUP INC.

Form 4

January 25, 2012

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 *
WILLIAMS FRANK E JR

(Last) (First) (Middle)

C/O GLOBAL POWER EQUIPMENT GROUP INC., 400 EAST LAS COLINAS BOULEVARD, STE 400

(Street)

IRVING, TX 75039

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GLOBAL POWER EQUIPMENT GROUP INC. [GLPW]

3. Date of Earliest Transaction (Month/Day/Year)
01/23/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

Form filed by One Reporting Person
 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock, \$0.01 par value per share	12/20/2011		G	V 200 D \$ 0	20,651 ⁽¹⁾	D	
Common Stock, \$0.01 par value per	01/23/2012		A	3,220 ⁽²⁾ A \$ 0	23,871	D	

share

Common
Stock,
\$0.01 par
value per
share

10,670 ⁽³⁾ I

By Williams
Family
Limited
Partnership
(4)

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. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILLIAMS FRANK E JR C/O GLOBAL POWER EQUIPMENT GROUP INC. 400 EAST LAS COLINAS BOULEVARD, STE 400 IRVING, TX 75039	X			

Signatures

/s/ Tracy D. Pagliara for Frank E. Williams, Jr. by Power of Attorney

01/25/2012

 **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) Includes 523 shares inadvertently omitted from the reporting person's previously filed forms.
Consists of restricted shares granted under the 2011 Equity Incentive Plan, of which 805 shares will vest on January 22 of each of 2013, 2014, 2015 and 2016, respectively, subject to continued service as a director through the vesting date. Any shares that do not vest will be forfeited.
- (3) Includes 1,309 shares inadvertently omitted from the reporting person's previously filed forms.
- (4) The reporting person has sole voting and shared investment power with respect to the reported shares and disclaims beneficial ownership of those shares held by Williams Family Limited Partnership in excess of his proportionate interest in the shares held by the partnership.

Remarks:

Power of attorney was filed as Exhibit 24 to the Form 3 filed for Mr. Williams on August 5, 2010.

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.