#### Edgar Filing: PLUG POWER INC - Form 4

PLUG POWER IN Form 4 May 16, 2011	С									
	UNITED S	STATES S		RITIES A shington			COMMISSIO		PPROVA 3235-	
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).	<b>STATEM</b> Filed purs ection 17(a	Expires: Estimated burden hou response	average Irs per	ry 31, 2005 0.5						
(Print or Type Response	es)									
1. Name and Address of GARBERDING L.	S	Symbol	r Name <b>an</b> POWER		-	5. Relationship of Reporting Person(s) to Issuer				
(Last) (Fin	(	3. Date of Earliest Transaction (Month/Day/Year) 05/12/2011				(Check all applicable) <u>X</u> Director Officer (give title 10% Owner below) Director below)				
(Str LATHAM, NY 12		4. If Amendment, Date Original Filed(Month/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting Person</li> </ul>				
(City) (Sta	ate) (	(Zip)	Tab	le I - Non-J	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	d
	-	2A. Deemed Execution D any (Month/Day	ate, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3,	(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature Indirect Beneficia Ownersh (Instr. 4)	al ip
Reminder: Report on a	separate line	for each clas	s of sect	urities bene	Perso inforr requi	ons who res nation cont red to resp ays a curre	or indirectly. spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)		

	Derivative Security						or Dispose (D) (Instr. 3, 4 and 5)					
					Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Purchase Plug Power Common Stock	\$ 0.51	05/12/2011			А		15,000 (1)		<u>(2)</u>	05/12/2021	Plug Power Common Stock	15,000
Reporting Owners												
Reporting	g Owner Name / Address			Relationsh	ips							
		Di	rector	10% Owner	Office	r	Other					

#### GARBERDING LARRY 968 ALBANY SHAKER ROAD X LATHAM, NY 12110

### Signatures

/s/ Gerard L. Conway, Jr., Attorney in Fact 05/16/2011

\*\*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) Awarded pursuant to Plug Power's 2009 Non-Employee Director Compensation Plan.
- Consists of an option to acquire common stock granted on May 12, 2011 with respect to which: 15,000 shares will become exercisable(2) one year from the grant date provided that the non-employee director has remained as a director of the Company during that one-year period.

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.