

AMERICAN POWER GROUP Corp
 Form 4
 February 29, 2016

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 *
 COPPA CHARLES

2. Issuer Name and Ticker or Trading Symbol
 AMERICAN POWER GROUP Corp
 [APGI]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 AMERICAN POWER GROUP, 7
 KIMBALL LANE BLDG 1
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/18/2016

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

LYNNFIELD, MA 01940

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

(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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | Code V | Amount | (A) or (D) | Price |
| Common Stock | 02/18/2016 | 02/18/2016 | | P | 100,012 | A | \$ 0.11 |
| | | | | | 772,494 | | D |

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.

SEC 1474
 (9-02)

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

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| | | | | | | | | |
|---|---|---|---|---|---|--|---|--|
| 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 Derivative Security (Instr. 5) |
|---|---|---|---|---|---|--|---|--|

| | | | | | | | | | |
|--|------------|--|--|--|--|------------|------------|-----------------|---------|
| Common Stock Purchase Options | <u>(1)</u> | | | | | <u>(1)</u> | <u>(1)</u> | Common Stock | 707,000 |
|--|------------|--|--|--|--|------------|------------|-----------------|---------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| COPPA CHARLES AMERICAN POWER GROUP 7 KIMBALL LANE BLDG 1 LYNNFIELD, MA 01940 | | | CFO | |

Signatures

| | |
|------------------------------------|------------|
| /s/Charles E Coppa | 02/29/2016 |
| **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).
- Options to purchase 125,000 shares of Common Stock have exercise prices ranging from \$.45 to \$.80 per share vest immediately upon (1) date of grant and have a term of 10 years from date of grant. Options to purchase 582,000 shares of Common Stock have exercise prices ranging from \$.23 to \$.36 per share, vest equally over a 5 year term from date of grant and have a term of 10 years from date of grant.
- 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.