

BOYD LEW
Form 5
October 15, 2012

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
BOYD LEW

(Last) (First) (Middle)

C/O AMERICAN POWER GROUP CORPORATION, 7 KIMBALL LANE, BUILDING A

(Street)

LYNNFIELD, MA 01940

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
09/30/2012

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 Reporting
(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock				(A) or (D) Price	366,178	D	

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

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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.
Common Stock Purchase Option	\$ 1.8	08/23/2012	08/23/2012	J4 ⁽¹⁾	Â 2,500	Â ⁽²⁾ / Â ⁽²⁾	Common Stock	2,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOYD LEW C/O AMERICAN POWER GROUP CORPORATION 7 KIMBALL LANE, BUILDING A LYNNFIELD, MA 01940	Â X	Â	Â	Â

Signatures

/s/ Charles E Coppa, attorney in fact 10/15/2012

**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) Previously granted options expired unexercised.
- (2) Options had a term of 10 years from date of grant and vested equally over a 5 year period from date of grant.

Options to purchase 131,000 shares of common stock are exercisable at prices ranging from \$.45 to \$1.91, vested immediately upon date of grant and have terms of 10 years from date of grant. Options to purchase 115,000 shares of common stock are exercisable at prices ranging from \$.23 to \$.35, vest equally over a period of 5 years 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 provided 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.