

ATLANTIC POWER CORP  
Form 4  
October 14, 2014

**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 \*  
McNeil John Alexander

(Last) (First) (Middle)

C/O ATLANTIC POWER CORPORATION, ONE FEDERAL STREET, 30TH FLOOR

(Street)

BOSTON, MA 02110

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
ATLANTIC POWER CORP [AT]

3. Date of Earliest Transaction (Month/Day/Year)  
10/09/2014

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 shares	10/09/2014		P			8,000	A	2.07 (1)	35,500		D

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

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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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Convertible debentures	\$ 11.71 (2)	10/09/2014		P	\$ 45,030 (3)	10/09/2014 03/15/2017	Common shares	3,464 (4)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McNeil John Alexander C/O ATLANTIC POWER CORPORATION ONE FEDERAL STREET, 30TH FLOOR BOSTON, MA 02110	X			

## Signatures

Kenneth M. Hartwick,  
attorney-in-fact  
10/14/2014

\*\*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) The common shares were acquired at a price of Cdn\$2.30 which was converted to the U.S. dollar equivalent of \$2.07 using the October 8, 2014 end of day exchange rate of .9006.
- (2) The convertible debentures are convertible into approximately 76.9231 common shares per Cdn\$1,000 principal amount, at any time, at the option of the holder representing a conversion price of Cdn\$13.00 per common share. The conversion price of Cdn\$13.00 was converted to the U.S. dollar equivalent of \$11.71 using the October 8, 2014 end of day exchange rate of .9006.
- (3) The Cdn\$50,000 principal of convertible debentures were converted to a U.S. dollar equivalent of \$45,030 using the October 8, 2014 end of day exchange rate of .9006.
- (4) The convertible debentures are convertible into approximately 76.9231 common shares per Cdn\$1,000 principal amount, at any time, at the option of the holder representing a conversion price of Cdn\$13.00 per common share. The Cdn\$50,000 of convertible debentures converts to 3,464 common shares using the October 8, 2014 end of day exchange rate of .9006.
- (5) The Cdn\$50,000 principal of convertible shares were purchased at a price of Cdn\$86.50. This was converted to a U.S. dollar equivalent of \$77.90 using the October 8, 2014 end of day exchange rate of .9006.

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.