

Ronan Terrence
Form 4
April 15, 2013

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 *
Ronan Terrence

(Last) (First) (Middle)

C/O ATLANTIC POWER CORPORATION, ONE FEDERAL ST., FLOOR 30

(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)
02/28/2013

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)
Executive Vice President-CFO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Shares ⁽¹⁾ | 02/28/2013 | | M | 3,120 | A \$ 10.33 | 3,413 ⁽⁵⁾ | D |
| Common Shares ⁽¹⁾ | 02/28/2013 | | F | 1,040 | D \$ 10.33 | 3,413 ⁽⁵⁾ | D |
| Common Shares ⁽²⁾ | 04/11/2013 | | M | 2,000 | A \$ 4.85 | 3,413 ⁽⁵⁾ | D |
| Common Shares ⁽²⁾ | 04/11/2013 | | F | 667 | D \$ 4.85 | 3,413 ⁽⁵⁾ | D |

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 or Value of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Notional Shares | (3) | 02/28/2013 | | M | 3,120 (3) | (3) (3) | Common Share | 3,120 \$ 10 |
| Notional Shares | (4) | 04/11/2013 | | A | 6,000 (4) | (4) (4) | Common Share | 4,000 \$ 4. |
| Notional Shares | (4) | 04/11/2013 | | M | 2,000 (4) | (4) (4) | Common Share | 2,000 \$ 4. |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ronan Terrence C/O ATLANTIC POWER CORPORATION ONE FEDERAL ST., FLOOR 30 BOSTON, MA 02110 | | | Executive Vice President-CFO | |

Signatures

/s/ Barry E. Welch,
attorney-in-fact

04/15/2013

**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 reporting person acquired shares pursuant to the vesting (disclosed on Table II) of notional shares awarded in 2012. Two thirds of the vested notional shares were settled in common shares and one third were settled in cash, net of applicable tax withholding.

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- (2) The reporting person acquired shares pursuant to the vesting (disclosed on Table II) of notional shares awarded in 2013. Two thirds of the vested notional shares were settled in common shares and one third were settled in cash, net of applicable tax withholding.
- (3) The reporting person vested in respect of one-third of the notional shares granted in 2012 (including additional notional shares accrued pursuant to dividend equivalent rights).
Represents a grant of notional shares pursuant to the Company's Long-Term Incentive Plan ("LTIP") in 2013 that vest ratably with respect to one-third on each of April 11, 2013 (the grant date), February 28, 2014 and February 28, 2015. Under the LTIP, each notional share represents a right to receive one-third in cash (net of any applicable withholdings) and the remainder in a fractional common share, or (at the election of the reporting person) one common share, or (at the discretion of the board of directors of the Company) cash only.
- (4) The amount of securities beneficially owned following the reported transactions reflect those holdings as of the date of this Form.
- (5) The total includes dividend equivalent rights accrued on the notional shares previously earned pursuant to the LTIP. Dividend equivalent rights are credited in notional shares.
- (6)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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