

ATLANTIC POWER CORP
 Form 3
 January 28, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|--|---|--|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â MOORE JAMES J JR</p> <p>(Last) (First) (Middle)</p> <p>C/O ATLANTIC POWER CORPORATION,Â ONE FEDERAL STREET, 30TH FLOOR</p> <p>(Street)</p> <p>BOSTON,Â MAÂ 02110</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/26/2015</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>ATLANTIC POWER CORP [AT]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Executive Officer</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|---|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|--|--|---|--|
| <p>1. Title of Security (Instr. 4)</p> | <p>2. Amount of Securities Beneficially Owned (Instr. 4)</p> | <p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p> | <p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p> |
|--|--|---|--|

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

SEC 1473 (7-02)

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

| | | | | | |
|---|---|--|--|--|--|
| <p>1. Title of Derivative Security (Instr. 4)</p> | <p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> | <p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> | <p>4. Conversion or Exercise Price of Derivative</p> | <p>5. Ownership Form of Derivative Security:</p> | <p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p> |
|---|---|--|--|--|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|----------------------------|------------------|-----------------|---------------|----------------------------|----------|---------------------------------------|
| Transition notional shares | Â (1) | Â (1) | Common shares | 523,256 | \$ (2) | D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MOORE JAMES J JR C/O ATLANTIC POWER CORPORATION ONE FEDERAL STREET, 30TH FLOOR BOSTON, MA 02110 | Â X | Â | Â Chief Executive Officer | Â |

Signatures

/s/ John S. Miele,
attorney-in-fact

01/28/2015

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) Represents a grant of transitional notional shares pursuant to the previously filed Transition Equity Grant Participation Agreement. With respect to 50% of the transition notional shares, the vesting date shall be on or any time after January 26, 2017 if the weighted average Canadian dollar closing price of Common Shares on the TSX for at least three consecutive calendar months has exceeded \$2.58 per common share by at least 50%. The remaining 50% of the transition notional shares vest on January 26, 2019. Under the Transition Equity Grant Participation Agreement, each transition notional share represents a right to receive one-third in cash, which will be deposited into the payroll tax withholding account, and the remainder in common shares.

The amount of securities beneficially owned following the reported transactions reflect those holdings as of the date of this Form.
(2) Transition notional shares are eligible to receive a credit equal in transition notional shares to the amount of dividends paid per common share.

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.