

Kessner Steven  
 Form 3/A  
 December 19, 2005

**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)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Kessner Steven		(Month/Day/Year)	ENVIRONMENTAL POWER CORP [( EPG )]	
(Last)	(First)	(Middle)	08/11/2005	
16 PADDINGTON ROAD		4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)				08/12/2005
SCARSDALE,Â NYÂ 10583		(Check all applicable)		6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	175,574	I	See Footnote <sup>(1)</sup>
Common Stock	12,000	I	See Footnote <sup>(2)</sup>
Common Stock	3,000	I	See Footnote <sup>(3)</sup>

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

SEC 1473 (7-02)

**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.**

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Common Stock Warrants (right to buy)	05/19/2004	05/19/2007	Common Stock	23,571	\$ 7.7	I	See Footnote <sup>(1)</sup>
Non-Statutory Stock Option (right to buy)	09/14/2005	09/14/2010	Common Stock	42,751	\$ 7.25	D	^
Non-Statutory Stock Option (right to buy)	08/11/2005	08/11/2015	Common Stock	14,286	\$ 6.24	D	^

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kessner Steven 16 PADDINGTON ROAD SCARSDALE, NY 10583	^ X	^	^	^

## Signatures

/s/ Steven Kessner  
12/16/2005

\_\_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) Held by RE Funding LLC, of which the reporting person is the sole officer and director and over which he has sole voting and investment control.
- (2) Shares held by trusts for the benefit of the reporting person's children. The reporting person is the sole trustee of each of the foregoing trusts and has sole voting and investment control over the shares held by such trusts.
- (3) Shares held by the reporting person as custodian for one of the reporting person's children and over which the reporting person exercises sole voting and investment control.

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### Remarks:

This ^ amendment ^ is ^ being ^ filed ^ to ^ correct ^ the ^ number ^ of ^ shares ^ beneficially ^ owned ^ as ^ shown ^ on ^ th

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.