

SPERRY MARK A

Form 4

May 22, 2009

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SPERRY MARK A

(Last) (First) (Middle)

968 ALBANY SHAKER ROAD

(Street)

LATHAM, NY 12110

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
PLUG POWER INC [PLUG]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/12/2009

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify  
below)

VP &amp; GM Continuous Power Div

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Plug Power<br>Common<br>Stock         | 05/12/2009                              |                                                             | A                                       | 8,505<br>(1)                                                               | A \$ 0 70,374                                                                                                      | D                                                                    |                                                                   |
| Plug Power<br>Common<br>Stock         | 05/12/2009                              |                                                             | F                                       | 2,947<br>(2)                                                               | D \$ 0.91 67,427                                                                                                   | D                                                                    |                                                                   |

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

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information contained in this form are not  
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SEC 1474  
(9-02)

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**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. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|---------------------------------------------------------------|
| Option to Purchase Common Stock            | \$ 0.95                                                | 05/20/2009                           |                                                    | A                              | 2,500<br>(3)                                                                            | (4) 05/20/2019                                           | Common Stock                                                  | 2,500                                                         |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                                    |       |
|-------------------------------------------------------------|---------------|-----------|------------------------------------|-------|
|                                                             | Director      | 10% Owner | Officer                            | Other |
| SPERRY MARK A<br>968 ALBANY SHAKER ROAD<br>LATHAM, NY 12110 |               |           | VP & GM<br>Continuous<br>Power Div |       |

## Signatures

/s/ Gerard L. Conway, Jr., Attorney  
in Fact 05/22/2009

\_\_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) Stock grant pursuant to the Plug Power 2009 Stock Option and Incentive Plan and the Executive Incentive Plan as adopted by the Board of Directors on February 15, 2007 and as amended by the Board of Directors on July 30, 2008.
- (2) Sale of shares to satisfy income tax withholding obligation.
- (3) Awarded pursuant to Plug Power's 2009 Founder's Grant and Long-Term Incentive Plan.
- (4) The stock options vest as follows: 834 shares become exercisable on May 20, 2010; 833 shares become exercisable on May 20, 2011; 833 shares become exercisable on May 20, 2012.

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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