Welch Barry Edward Form 4 February 04, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

if no longer

Check this box

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Welch Barry Edward

2. Issuer Name and Ticker or Trading Symbol

ATLANTIC POWER CORP [AT]

5. Relationship of Reporting Person(s) to

(Check all applicable)

CEO and President

Issuer

below)

(Middle)

3. Date of Earliest Transaction

Director X_ Officer (give title

10% Owner Other (specify

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

(Street)

(First)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

Code

(Instr. 8)

(Month/Day/Year)

01/31/2013

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

BOSTON, MA 02110

Security

(Instr. 3)

Derivative

(State) (Zip) (City) 1. Title of 2. Transaction Date 2A. Deemed

Conversion

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or 5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

Following Reported

Transaction(s)

Disposed of (D)

(Instr. 3, 4 and 5)

or (Instr. 3 and 4) Code V Amount (D) Price

(A)

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

(Month/Day/Year)

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.

SEC 1474 (9-02)

(Instr. 4)

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

3. Transaction Date 3A. Deemed 1. Title of

5. Number 6. Date Exercisable and (Month/Day/Year) Execution Date, if Transaction of **Expiration Date**

7. Title and Amount of 8. Price Underlying Securities Deriva

1

Edgar Filing: Welch Barry Edward - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code Derivat (Instr. 8) Securiti Acquire (A) or Dispose of (D) (Instr. 3 and 5)		s		(Instr. 3 and 4)		Securi (Instr.
				Code V	(A) (D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Dividend Equivalent Rights	(1)	01/31/2013		A	132	<u>(1)</u>	<u>(1)</u>	Common Share	132	\$

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Welch Barry Edward C/O ATLANTIC POWER CORPORATION ONE FEDERAL STREET, 30TH FLOOR BOSTON, MA 02110

CEO and President

Signatures

Barry E. Welch, attorney-in-fact 02/04/2013

**Signature of Reporting Person

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 dividend equivalent rights accrued on the units granted under the Company's Long Term Incentive Plan. Each dividend equivalent right is the economic equivalent of one 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.

Reporting Owners 2