

Rorabaugh Philip Daniel
Form 3
November 15, 2017

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 *

Â Rorabaugh Philip Daniel

(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

11/07/2017

3. Issuer Name and Ticker or Trading Symbol
ATLANTIC POWER CORP [AT]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

____ Director ____ 10% Owner
X Officer ____ Other
(give title below) (specify below)
SVP, Asset Management

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

C/O 3 ALLIED
DRIVE,Â SUITE 220

(Street)

DEDHAM,Â MAÂ 02026

(City) (State) (Zip)

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 shares

61,582

D Â

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)

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
(Instr. 4)
Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Notional shares	Â (1)	Â (1)	Common shares	154,277	\$ (1)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rorabaugh Philip Daniel C/O 3 ALLIED DRIVE SUITE 220 DEDHAM,Â MAA 02026	Â	Â	Â SVP, Asset Management	Â

Signatures

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

11/15/2017

__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).

Represents notional shares granted under the Company's Long-Term Incentive Plan (LTIP). Approximately 50,355 notional shares will vest on February 28, 2018, 40,896 notional shares will vest February 28, 2019 and 15,756 notional shares will vest on February 28, 2020. The remaining 47,269 notional shares have performance criteria for vesting. The notional shares are scheduled to vest one-third on each (1) of February 28, 2018, February 28, 2019 and February 28, 2020. However, each year based on a performance assessment by the Compensation Committee of the Board of Directors, Mr. Rorabaugh is eligible to receive between 0% and 150% of the original one-third target amount. Under the LTIP, each notional share represents a right to receive one-third in cash, which will be deposited into the reporting persons applicable payroll tax withholding account, and the remainder in common shares.

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.