

Marsh Andrew  
Form 4  
June 02, 2011

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Marsh Andrew

(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)  
05/31/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |                       |   |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|-----------------------|---|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount or Price (\$)                                                                          |                                                          |                                   |                       |   |
| Plug Power Common Stock         | 05/31/2011                           |                                                    | P                              |                                                                   | 20,000                                                                                        | A                                                        | 2.42                              | 38,465 <sup>(2)</sup> | D |
|                                 |                                      |                                                    |                                |                                                                   | <u>(1)</u>                                                                                    |                                                          |                                   |                       |   |

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

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

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| 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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code V (A) (D)                 |                                                                                         | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Warrants                                   | \$ 3                                                   | 05/31/2011                           |                                                    | P                              | 15,000                                                                                  | 05/31/2011 05/31/2016                                    | Plug Power Common Stock 15,000                                |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |         |                   |
|------------------------------------------------------------|---------------|-----------|---------|-------------------|
|                                                            | Director      | 10% Owner | Officer | Other             |
| Marsh Andrew<br>968 ALBANY SHAKER ROAD<br>LATHAM, NY 12110 | X             |           |         | President and CEO |

## Signatures

/s/ Gerard L. Conway, Jr., Attorney in Fact 06/02/2011

\*\*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).
- The shares and warrants were acquired on May 31, 2011 as part of a public offering of shares of common stock and warrants to purchase
- (1) shares of common stock. Pursuant to the terms of the public offering, each share of common stock was sold together with 0.75 of a 5-year warrant to purchase one share of common stock for an aggregate purchase price of \$2.42 per combination.
  - (2) On May 19, 2011, Plug Power Inc. effected a 1-for-10 reverse stock split of its common stock, resulting in the reporting person's ownership of 166,186 fewer shares of common stock.
  - (3) Existing stock options held by the reporting person have been adjusted to reflect the 1-for-10 reverse stock split as follows: 40,000 granted 4/8/2008 exercise price \$35.80; 250 granted on 5/20/2009 exercise price \$9.50; 106,600 granted on 4/13/2011 exercise price of \$6.10.

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.