

PLUG POWER INC
Form SC 13G/A
February 10, 2006

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

SCHEDULE 13G

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2**

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

Plug Power, Inc.
(Name of Issuer)
Common Stock, par value \$0.01 per share
(Title of Class of Securities)
72919P103
(CUSIP Number)
December 31, 2005
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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.

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NAMES OF REPORTING PERSONS:

1

General Electric Company

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

14-0689340

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4

New York

SOLE VOTING POWER:

5

NUMBER OF

None

SHARES

SHARED VOTING POWER:

BENEFICIALLY 6

OWNED BY

None

EACH
REPORTING
PERSON

7

SOLE DISPOSITIVE POWER:

None

WITH:

8

SHARED DISPOSITIVE POWER:

None

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

None

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

0.0%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

CO

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Item 1(a). Name of Issuer:

Plug Power, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

968 Albany-Shaker Road
Latham, NY 12110

Item 2(a). Name of Person Filing:

General Electric Company. The securities were held of record by GE Power Systems Equities, Inc., an indirect, wholly owned subsidiary of General Electric Company.

Item 2(b). Address of Principal Business Office or, if None, Residence:

3135 Easton Turnpike
Fairfield, CT 06828

Item 2(c). Citizenship:

New York Corporation

Item 2(d). Title of Class of Securities:

Common Stock, \$0.01 par value per share

Item 2(e). CUSIP Number:

72919P103

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) .. Broker or dealer registered under Section 15 of the Exchange Act.
 - (b) .. Bank as defined in Section 3(a)(6) of the Exchange Act.
 - (c) .. Insurance company as defined in Section 3(a)(19) of the Exchange Act.
 - (d) .. Investment company registered under Section 8 of the Investment Company Act.
 - (e) .. An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
 - (f) .. An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
 - (g) .. A parent holding company or control person in accordance with Rule 13d-1(b)(ii)(G);
 - (h) .. A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
 - (i) .. A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
 - (j) .. Group, in accordance with Rule 13d-1(b)(1)(ii)(J).
-

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Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned: None

(b) Percent of class: 0.0%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

None

(ii) Shared power to vote or to direct the vote

None

(iii) Sole power to dispose or to direct the disposition of

None

(iv) Shared power to dispose or to direct the disposition of

None

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than five percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of an employee benefit plan, pension fund or endowment fund is not required.

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

If a parent holding company or control person has filed this schedule, pursuant to Rule 13d-1(b)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company or control person has filed this schedule pursuant to Rule 13d-1(c) or 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

N/A

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Item 8. Identification and Classification of Members of the Group.

If a group has filed this schedule pursuant to Rule 13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identity of each member of the group.

N/A

Item 9. Notice of Dissolution of Group.

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. *See* Item 5.

N/A

Item 10. Certifications.

N/A

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 9, 2006

Date

GENERAL ELECTRIC COMPANY

By: /s/ Eliza W. Fraser

Signature

Eliza W. Fraser.
Associate Corporate Counsel

Name/Title

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EXHIBIT INDEX

- A. Power of Attorney, dated February 8, 1999, appointing Eliza W. Fraser, Associate Corporate Counsel, as attorney-in-fact for General Electric Company (incorporated by reference from Exhibit 24 of Schedule 13G re: Plug Power, Inc. filed by General Electric Company on February 11, 2000).