

GLOBAL POWER EQUIPMENT GROUP INC.

Form 4

April 02, 2015

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 *
Marcocot Ross J.

2. Issuer Name and Ticker or Trading Symbol
GLOBAL POWER EQUIPMENT GROUP INC. [GLPW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/31/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Pres., Global Power Services

C/O GLOBAL POWER EQUIPMENT GROUP INC., 400 E. LAS COLINAS BOULEVARD

(Street)

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

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

IRVING, TX 75039

(City) (State) (Zip)

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 (A) or (D) Price | | |
| Common Stock, \$0.01 par value per share | 03/31/2015 | | A | | 7,887 (1) | A | \$ 0 7,887 D |
| Common Stock, \$0.01 par value per share | 03/31/2015 | | A | | 5,000 (2) | A | \$ 0 12,887 D |

Common
 Stock,
 \$0.01 par 03/31/2015 A 9,245 A \$ 0 22,132 D
 (3)
 value per
 share

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

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 (9-02)

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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Marcoot Ross J.
 C/O GLOBAL POWER EQUIPMENT GROUP INC.
 400 E. LAS COLINAS BOULEVARD
 IRVING, TX 75039

Pres., Global Power Services

Signatures

/s/ Tracy D. Pagliara for Ross J. Marcoot by Power of Attorney

04/02/2015

**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)

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Restricted share units granted under the Global Power Equipment Group Inc. 2011 Equity Incentive Plan. Of the restricted share units, each of which represents the right to receive one share of common stock of Global Power Equipment Group Inc., 2,629, 2,629 and 2,629 will vest on March 31 of each of 2016, 2017 and 2018, respectively, subject to continued employment through the vesting date. Any units that do not vest will be forfeited.

- (2) Restricted share units granted under the Global Power Equipment Group Inc. 2011 Equity Incentive Plan as reimbursement for Mr. Marcoot's forfeited bonus from his prior employment, each of which represents the right to receive one share of common stock of Global Power Equipment Group Inc., which vest on January 5, 2016, subject to continued employment through the vesting date. Any units that do not vest will be forfeited.

- (3) Restricted share units granted under the Global Power Equipment Group Inc. 2011 Equity Incentive Plan and subject to a restricted share unit agreement, each of which represents the right to receive one share of common stock of Global Power Equipment Group Inc., which vest on June 30, 2016, subject to continued employment through the vesting date. Any units that do not vest will be forfeited.

Remarks:

Power of attorney was filed as Exhibit 24 to the Form 3 filed for Mr. Marcoot on February 6, 2015.

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.