TRANSALTA CORP Form SC 13D/A February 14, 2008

# SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

SCHEDULE 13D (Amendment No. 6)\*

Under the Securities Exchange Act of 1934

TransAlta Corporation
(Name of Issuer)
Common Shares, no par value
(Title of Class of Securities)
89346D107
(CUSIP Number)
John Staikos
Senior Vice President and General Counsel
LS Power Equity Advisors, LLC
1700 Broadway, 35th Floor
New York, New York 10019
212-615-3441
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)
February 13, 2008
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. [ ]

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are to be sent.

(Continued on followings pages)

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The information required on 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, as amended (the "Exchange Act") or otherwise subject to the liabilities of that section of the Exchange Act but shall be subject to all other provisions of the Exchange Act (however, see the Notes).

<sup>\*</sup> 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 disclosures provided in a prior cover page.

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1.	Names of Reporting I	Persons.			
	LSP Penn Holdings, I	LLC			
2.	Check the Appropriat	te Box if a Member of a	Group (See Instructions)	(a) [ ] (b) [X]	
3.	SEC USE ONLY			(b) [A]	
4.	Source of Funds (See	Instructions)			
5.	WC Check if Disclosure o	of Legal Proceedings Is F	Required Pursuant to Items	2(d) or 2(e)	[]
6.	Citizenship or Place of	of Organization			
Number of Shares Beneficially Owned by Each Reporting Person with 11.	16,782,400 Check if the Aggrega		Excludes Certain Shares (S	ver	[ ]
13.	Percent of Class Repr	resented by Amount in R	ow (11)		
14.	8.3% Type of Reporting Pe OO	erson (See Instructions)			

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1.	Names of Reporting P	Persons.					
	LSP Penn Holdings II.	, LLC					
2.	Check the Appropriate	Check the Appropriate Box if a Member of a Group (See Instructions)  (a) [ ]					
3.	SEC USE ONLY			(b) [X]			
4.	Source of Funds (See	Instructions)					
5.	WC Check if Disclosure of	f Legal Proceedings Is l	Required Pursuant to Items 2	2(d) or 2(e)	r 1		
6.	Citizenship or Place of	f Organization			[ ]		
Number of Shares Beneficially Owned by Each Reporting Person with	Delaware  Aggregate Amount Be 16,782,400	7. 8. 9. 10. eneficially Owned by E	Sole Voting Power  0 Shared Voting Power 16,782,400 Sole Dispositive Power 0 Shared Dispositive Power 16,782,400 ach Reporting Person	er			
12.		e Amount in Row (11)	Excludes Certain Shares (Se	ee Instructions)	[]		
13.	Percent of Class Repre	esented by Amount in I	Row (11)		. ,		
14.	8.3% Type of Reporting Per	rson (See Instructions)					
	00						

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1.	Names of Reporting Per	rsons.			
	LS Power Partners, L.P				
2.	Check the Appropriate	Box if a Member of a G	Group (See Instructions)	(a) [ ] (b) [X]	
3.	SEC USE ONLY			(b) [A]	
4.	Source of Funds (See Ir	nstructions)			
5.	WC Check if Disclosure of I	Legal Proceedings Is R	equired Pursuant to Items	2(d) or 2(e)	[]
6.	Citizenship or Place of	Organization			L J
	Delaware	_			
Number of		7.	Sole Voting Power 0		
Shares Beneficially		8.	Shared Voting Power 16,782,400		
Owned by Each		9.	Sole Dispositive Power 0		
Reporting Person with		10.	Shared Dispositive Pow 16,782,400	er	
11.	Aggregate Amount Ben 16,782,400	neficially Owned by Ea			
12.		Amount in Row (11) I	Excludes Certain Shares (S	ee Instructions)	ГЭ
13.	Percent of Class Repres	sented by Amount in R	ow (11)		[]
14.	8.3% Type of Reporting Person	on (See Instructions)			
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			8		
1.	Names of Reporting Pe	rsons.			
	LS Power Partners II, L	л.Р.			
2.	Check the Appropriate	Box if a Member of a G	Group (See Instructions)	(a) [ ] (b) [X]	
3.	SEC USE ONLY			(b) [A]	
4.	Source of Funds (See In	nstructions)			
5.	WC Check if Disclosure of I	Legal Proceedings Is R	equired Pursuant to Items	2(d) or 2(e)	[]
6.	Citizenship or Place of	Organization			LJ
	Delaware	_			
Number of		7.	Sole Voting Power 0		
Shares Beneficially		8.	Shared Voting Power 16,782,400		
Owned by Each		9.	Sole Dispositive Power 0		
Reporting Person with		10.	Shared Dispositive Pow 16,782,400	rer	
11.	Aggregate Amount Ben 16,782,400	neficially Owned by Ea			
12.		Amount in Row (11) I	Excludes Certain Shares (S	ee Instructions)	[ ]
13.	Percent of Class Repres	sented by Amount in R	ow (11)		LJ
14.	8.3% Type of Reporting Pers	on (See Instructions)			
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1.	Names of Reporting Pe	rsons.			
	Luminus Management,	LLC			
2.	Check the Appropriate	Box if a Member of a G	Group (See Instructions)	(a) [ ] (b) [X]	
3.	SEC USE ONLY			( <i>b</i> ) [A]	
4.	Source of Funds (See In	nstructions)			
5.	WC Check if Disclosure of	Legal Proceedings Is R	equired Pursuant to Items	2(d) or 2(e)	[]
6.	Citizenship or Place of	Organization			LJ
	Delaware	_			
Number of		7.	Sole Voting Power 0		
Shares Beneficially		8.	Shared Voting Power 16,782,400		
Owned by Each		9.	Sole Dispositive Power 0		
Reporting Person with		10.	Shared Dispositive Pow 16,782,400	er	
11.	Aggregate Amount Ber 16,782,400	neficially Owned by Ea			
12.		Amount in Row (11) I	Excludes Certain Shares (S	ee Instructions)	ſ 1
13.	Percent of Class Repres	sented by Amount in R	ow (11)		[]
14.	8.3% Type of Reporting Pers	on (See Instructions)			
	PN				

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1.	Names of Reporting Person	ns.			
	Luminus Asset Partners, L.	.P.			
2.	Check the Appropriate Box	x if a Member of a G	roup (See Instructions)	(-) <u>[</u> ]	
				(a) [ ] (b) [X]	
3.	SEC USE ONLY				
4.	Source of Funds (See Instru	uctions)			
5.	WC Check if Disclosure of Leg	ral Proceedings Is Re	equired Pursuant to Items	2(d) or 2(e)	
<i>5</i> .	Check if Disclosure of Leg	air i roccedings is ice	equired 1 disdant to items	2(d) 01 2(c)	[ ]
6.	Citizenship or Place of Org	ganization			
	Delaware				
Number of	7.		Sole Voting Power 0		
Shares Beneficially	8.		Shared Voting Power		
Owned by	9.		16,782,400 Sole Dispositive Power		
Each Reporting			0		
Person with	10	).	Shared Dispositive Power 16,782,400	er	
11.	Aggregate Amount Benefic 16,782,400	cially Owned by Eac			
12.	Check if the Aggregate An	nount in Row (11) E	xcludes Certain Shares (Se	ee Instructions)	[]
13.	Percent of Class Represent	ed by Amount in Ro	w (11)		L J
1 4	8.3%	(C - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 -			
14.	Type of Reporting Person (	(See Instructions)			
	PN				

CUSIP No.	89346D107	13D	Page 8 of 12 Pages	
1.	Names of Reporting Per	rsons.		
	Luminus Energy Partne	ers Master Fund, Ltd.		
2.	Check the Appropriate	Box if a Member of a	Group (See Instructions) (a) [ ] (b) [X]	
3.	SEC USE ONLY		(-) []	
4.	Source of Funds (See Ir	nstructions)		
5.	WC Check if Disclosure of I	Legal Proceedings Is	Required Pursuant to Items 2(d) or 2(e)	[]
6.	Citizenship or Place of	Organization		LJ
	Bermuda			
Number of		7.	Sole Voting Power 0	
Shares Beneficially		8.	Shared Voting Power 16,782,400	
Owned by Each		9.	Sole Dispositive Power 0	
Reporting Person with		10.	Shared Dispositive Power 16,782,400	
11.	Aggregate Amount Ben 16,782,400	neficially Owned by E		
12.	, ,	Amount in Row (11)	Excludes Certain Shares (See Instructions)	[]
13.	Percent of Class Repres	sented by Amount in l	Row (11)	[ ]
14.	8.3% Type of Reporting Person	on (See Instructions)		
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1.	Names of Reporting Pe	rsons.			
	LPCO Investments S.a.	r.l.			
2.	Check the Appropriate	Box if a Member of a G	Group (See Instructions)	(a) [ ] (b) [X]	
3.	SEC USE ONLY			(0) [11]	
4.	Source of Funds (See In	nstructions)			
5.	OO Check if Disclosure of	Legal Proceedings Is R	equired Pursuant to Items	2(d) or 2(e)	[]
6.	Citizenship or Place of	Organization			l J
	Luxembourg	_			
Number of		7.	Sole Voting Power 0		
Shares Beneficially		8.	Shared Voting Power 16,782,400		
Owned by Each		9.	Sole Dispositive Power 0		
Reporting Person with		10.	Shared Dispositive Pow 16,782,400	rer	
11.	Aggregate Amount Ber 16,782,400	neficially Owned by Ea			
12.		Amount in Row (11) I	Excludes Certain Shares (S	ee Instructions)	r 1
13.	Percent of Class Repres	sented by Amount in R	ow (11)		[]
14.	8.3% Type of Reporting Pers	on (See Instructions)			
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CUSIP No. 89346D107

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This Amendment No. 6 (this "Amendment") amends and supplements the Schedule 13D initially filed on June 27, 2007 (the "Original Filing") and subsequently amended by the Reporting Persons relating to the Common Shares, no par value (the "Shares"), of TransAlta Corporation, a corporation incorporated under the Canada Business Corporations Act (the "Issuer"). Information reported in the Original Filing remains in effect except to the extent that it is amended, restated or superseded by information contained in this Amendment or any previously filed amendments. Capitalized terms used but not defined in this Amendment have the respective meanings set forth in the Original Filing.

Item 4. Purpose of Transaction.

Item 4 is hereby amended and supplemented as follows:

On February 13, 2008, certain of the Reporting Persons issued a press release commenting on a recent report by Standard & Poor's relating to the Issuer.

A copy of the press release is included as Exhibit 7.6 hereto and is incorporated herein by reference.

Item 7. Material to be Filed as Exhibits.

**Exhibit** 

Number Description

7.6 Press release, dated February 13, 2008

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#### **SIGNATURE**

After reasonable inquiry and to the best of the knowledge and belief of the undersigned, the undersigned certifies that the information set forth herein is true, complete and correct.

Dated: February 14, 2008

LSP Penn Holdings, LLC

By: /s/ Darpan Kapadia Name: Darpan Kapadia Title: Managing Director

LSP Penn Holdings II, LLC

By: /s/ Darpan Kapadia
Name: Darpan Kapadia
Title: Managing Director

LS Power Partners, L.P.

By: /s/ Darpan Kapadia
Name: Darpan Kapadia
Title: Managing Director

LS Power Partners II, L.P.

By: /s/ Darpan Kapadia
Name: Darpan Kapadia
Title: Managing Director

Luminus Management, LLC

By: /s/ Paul Segal Name: Paul Segal Title: President

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		Luminus Asset Partner	rs, L.P.
		By: Name: Title:	/s/ Paul Segal Paul Segal President
		Luminus Energy Partn	ners Master Fund, Ltd.
		By: Name: Title:	/s/ Paul Segal Paul Segal Director
		LPCO Investments S.à	ı.r.l.

By:

By: /s/ Paul Segal Name: Paul Segal