Edgar Filing: Pattern Energy Group Inc. - Form 4

| Pattern Energ Form 4 March 26, 20 | gy Group Inc. | | | | | | | | | | | |
|---|---|------------|--------------------------------------|--|-------------|----------------|--|---|----------------------------|-------------------------|--|--|
| FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION | | | | | | | | | | OMB APPROVAL | | |
| | RITIES AND EXCHANGE COMMISS shington, D.C. 20549 | | | | COMMISSION | OMB Number: | 3235-0287 | | | | | |
| Check thi if no long | | | | | | | Expires: | January 31, 2005 | | | | |
| subject to STATEMENT OF CHA | | | | NGES IN BENEFICIAL OW | | | | 'NERSHIP OF | Estimated a | | | |
| Section 1 Form 4 or | | | | | SECURITIES | | | | burden hou | | | |
| Form 5 | | ursuant to | Section 16 | 5(a) of the | e Securiti | es Ez | chang | ge Act of 1934, | response | response 0.5 | | |
| obligation | ¹⁸ Section $1'$ | | | | | | | of 1935 or Sectio | n | | | |
| may cont See Instru | | 30(h) |) of the Inv | vestment | Company | y Act | of 19 | 40 | | | | |
| 1(b). | | | | | | | | | | | | |
| (Print or Type F | Responses) | | | | | | | | | | | |
| Duesell Deer C | | | er Name and Ticker or Trading | | | | 5. Relationship of Reporting Person(s) to Issuer | | | | | |
| 1.0000011 2.000 | | | Symbol Pattern I | n Energy Group Inc. [PEGI] | | | | | | | | |
| (Last) | (First) | (Middle) | | | • | [1 2. | 51] | (Cheo | ck all applicable | e) | | |
| (Lust) | (1130) | (Wildule) | | Date of Earliest Transaction Month/Day/Year) | | | | Director 10% Owner | | | | |
| | | | | 03/24/2014 | | | | _X_ Officer (give title Other (specify below) below) S. VP, Engineering & Constr. | | | | |
| | | | | | | | | | | | | |
| | | | 4. If Amer | 4. If Amendment, Date Original | | | | 6. Individual or Joint/Group Filing(Check | | | | |
| | | | Filed(Mon | Filed(Month/Day/Year) | | | | Applicable Line) | | | | |
| SAN FRANCISCO, CA 94111 | | | | | | | | _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |
| (City) | (State) | (Zip) | Table | e I - Non-D | erivative S | Securi | ties Ac | quired, Disposed o | f. or Beneficia | llv Owned | | |
| 1.Title of | 2. Transaction D | Date 2A De | | 3. | | | | 5. Amount of | 6. Ownership | - | | |
| Security | (Month/Day/Yea | | on Date, if | 3. 4. Securities TransactionAcquired (A) or | | | or | Securities | Form: Direct | Indirect | | |
| (Instr. 3) any | | | (D | Code Disposed of (D) | | | | Beneficially | (D) or | Beneficial | | |
| (Month/Day/Year | | | | r) (Instr. 8) (Instr. 3, 4 and 5) | | | | Owned Following | Indirect (I) (Instr. 4) | Ownership (Instr. 4) | | |
| | | | (A) | | | | Reported | | | | | |
| | | | | | | or | | Transaction(s) (Instr. 3 and 4) | | | | |
| Class A | | | | Code V | Amount | (D) | Price | (| | | | |
| Class A Common | 03/24/2014 | | | А | 8,152 | А | \$0 | 13,272 | D | | | |
| Stock | 00/21/2014 | | | | (1) | 1 | ψŪ | 10,272 | 2 | | | |

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

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.

 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) | 4. Transactio Code (Instr. 8) | 5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | ate | Secur | unt of rlying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|---|--|---|---------------------|--------------------|-------|--|---|---|
| | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

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Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|------------|------------------------------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| Russell Dean S. PIER 1, BAY 3 SAN FRANCISCO, CA 94111 | | | S. VP, Engineering & Constr. | | | | |
| Signatures | | | | | | | |
| /s/ Dyann S. Blaine, attorney-in-fact | (| 03/26/2014 | | | | | |
| **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) Reflects time-based restricted stock awards

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.