

ATLANTIC POWER CORP  
 Form 4/A  
 January 05, 2016

**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 \*  
 McNeil John Alexander

(Last) (First) (Middle)

C/O ATLANTIC POWER CORPORATION, 3 ALLIED DRIVE, SUITE 220

(Street)

DEDHAM, MA 02026

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 ATLANTIC POWER CORP [AT]

3. Date of Earliest Transaction (Month/Day/Year)  
 12/31/2015

4. If Amendment, Date Original Filed (Month/Day/Year)  
 01/04/2016

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474 (9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
5.60% Convertible Debentures due June 30, 2017 <sup>(9)</sup>	\$ 13.08 <u>(1)</u>	12/31/2015	P		\$ 72,250 <u>(4)</u>		12/31/2015	06/30/2017	Common shares	5,524 <u>(2)</u>
6.00% Convertible Debentures due December 31, 2019	\$ 10.48 <u>(5)</u>	12/31/2015	P		\$ 36,125 <u>(8)</u>		12/31/2015	12/31/2019	Common shares	3,440 <u>(6)</u>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McNeil John Alexander C/O ATLANTIC POWER CORPORATION 3 ALLIED DRIVE, SUITE 220 DEDHAM, MA 02026	X			

## Signatures

/s John S. Miele,  
attorney-in-fact

01/05/2016

        \*\*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) The 5.60% Convertible Debentures due June 30, 2017 are convertible into approximately 55,248 common shares per Cdn\$1,000 principal amount, at any time, at the option of the holder representing a conversion price of Cdn\$18.10 per common share. The conversion price of Cdn\$18.10 was converted to the U.S. dollar equivalent of \$13.08 using the December 31, 2015 end of day exchange rate of .7225.

(2) The 5.60% Convertible Debentures due June 30, 2017 are convertible into approximately 55,248 common shares per Cdn\$1,000 principal amount, at any time, at the option of the holder representing a conversion price of Cdn\$18.10 per common share. The Cdn\$100,000 of convertible debentures converts to 5,524 common shares using the December 31, 2015 end of day exchange rate of .7225.

(3)

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The Cdn\$100,000 principal of 5.60% Convertible Debentures due June 30, 2017 were purchased at a price of Cdn\$89.00. This was converted to a U.S. dollar equivalent of \$64.30 using the December 31, 2015 end of day exchange rate of .7225.

- (4) The Cdn\$100,000 principal of 5.60% Convertible Debentures due June 30, 2017 were converted to a U.S. dollar equivalent of \$72,250 using the December 31, 2015 end of day exchange rate of .7225.
- (5) The 6.00% Convertible Debentures due December 31, 2019 are convertible into approximately 68.9655 common shares per Cdn\$1,000 principal amount, at any time, at the option of the holder representing a conversion price of Cdn\$14.50 per common share. The conversion price of Cdn\$14.50 was converted to the U.S. dollar equivalent of \$10.48 using the December 31, 2015 end of day exchange rate of .7225.
- (6) The 6.00% Convertible Debentures due December 31, 2019 are convertible into approximately 68.9655 common shares per Cdn\$1,000 principal amount, at any time, at the option of the holder representing a conversion price of Cdn\$14.50 per common share. The Cdn\$50,000 of convertible debentures converts to 3,448 common shares using the December 31, 2015 end of day exchange rate of .7225.
- (7) The Cdn\$50,000 principal of 6.00% Convertible Debentures due December 31, 2019 were purchased at a price of Cdn\$77.50. This was converted to a U.S. dollar equivalent of \$55.99 using the December 31, 2015 end of day exchange rate of .7225.
- (8) The Cdn\$50,000 principal of 6.00% Convertible Debentures due December 31, 2019 were converted to a U.S. dollar equivalent of \$36,125 using the December 31, 2015 end of day exchange rate of .7225.
- (9) The Form 4 filed for Mr. McNeil on January 4, 2016 incorrectly identified the instrument purchased as 6.25% Convertible Debentures due March 15, 2017. The correct title of the derivative security in Column 1 of Table II should have been 5.60% Convertible Debenture due June 30, 2017. All pertinent information has been corrected based on the investment actually purchased. The Number of Derivative Securities Beneficially Owned Following Reported Transaction in Column 9 of Table II has also been corrected to \$72,250 from \$151,725.
- (10) The Form 4 filed for Mr. McNeil on January 4, 2016 incorrectly disclosed The Number of Derivative Securities Beneficially Owned Following Reported Transaction in Column 9 of Table II in units of securities as opposed to U.S. Dollars. This amended Form 4 corrects that error and appropriately disclosed the total in U.S. Dollars, which total includes 6.00% Convertible Debentures due December 31, 2019 previously acquired by Mr. McNeil.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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