

Rorabaugh Philip Daniel
Form 4
February 28, 2019

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Rorabaugh Philip Daniel

(Last) (First) (Middle)

C/O 3 ALLIED DRIVE, SUITE 155

(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)
02/26/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

SVP, Asset Management

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
			Code	V	Amount	(A) or (D)	Price			
Common shares	02/26/2019		M		16,760	A	<u>1</u>	171,064	D	
Common shares	02/26/2019		F		8,380	D	\$ 2.72	171,064	D	
Common shares	02/26/2019		M		21,008	A	<u>2</u>	171,064	D	
Common shares	02/26/2019		F		10,505	D	\$ 2.72	171,064	D	
Common shares	02/26/2019		M		27,640	A	<u>3</u>	171,064	D	

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Common shares 02/26/2019 F 13,819 D \$ 2.72 171,064 D

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Notional shares	(4)	02/26/2019		M	25,140	(4) (4)	Common shares 25,140
Notional shares	(5)	02/26/2019		M	31,513	(5) (5)	Common shares 31,513
Notional shares	(6)	02/26/2019		M	41,459	(6) (6)	Common shares 41,459
Notional shares	(7)	02/26/2019		A	91,912	(7) (7)	Common shares 91,912

Reporting Owners

Reporting Owner Name / Address	Relationships
Rorabaugh Philip Daniel C/O 3 ALLIED DRIVE SUITE 155 DEDHAM, MA 02026	Director 10% Owner Officer Other SVP, Asset Management

Signatures

/s/ John S. Miele,
attorney-in-fact 02/28/2019

__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 reporting person acquired shares pursuant to the vesting (disclosed on Table II) of notional shares awarded in 2016. Two thirds of the vested notional shares were settled in common shares and one third were settled in cash, which was deposited into the reporting persons applicable payroll tax withholding account.

(2) The reporting person acquired shares pursuant to the vesting (disclosed on Table II) of notional shares awarded in 2017. Two thirds of the vested notional shares were settled in common shares and one third were settled in cash, which was deposited into the reporting persons applicable payroll tax withholding account.

(3) The reporting person acquired shares pursuant to the vesting (disclosed on Table II) of notional shares awarded in 2018. Two thirds of the vested notional shares were settled in common shares and one third were settled in cash, which was deposited into the reporting persons applicable payroll tax withholding account.

(4) The reporting person vested in respect of one-third of the notional shares granted in 2016.

(5) The reporting person vested in respect of one-third of the notional shares granted in 2017.

(6) The reporting person vested in respect of one-third of the notional shares granted in 2018.

(7) Represents a grant of notional shares pursuant to the Company's Long-Term Incentive Plan (LTIP) in 2019 in respect of the 2018 performance year, which will vest ratably with respect to one-third on each of February 28, 2020, February 28, 2021 and February 28, 2022. Under the LTIP, each notional share represents a right to receive one-third in cash, which will be deposited into the reporting persons applicable payroll tax withholding account, and the remainder in common shares.

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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