

TONTINE POWER PARTNERS LP
Form 4
December 03, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
TONTINE CAPITAL OVERSEAS
MASTER FUND II, L.P.

2. Issuer Name and Ticker or Trading Symbol
EXIDE TECHNOLOGIES [XIDE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
55 RAILROAD AVENUE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/01/2010

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

GREENWICH, CT 06830

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

(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 | 12/01/2010 | | S | | 90,721 (3) | D | \$ 8.2584 | 10,621,689 (3) | I | See Footnotes (1) (2) (4) (5) (6) (7) (8) (9) |
| Common Stock, \$0.01 par value per share | 12/02/2010 | | S | | 155,771 (3) | D | \$ 8.4012 | 10,465,918 (3) | I | See Footnotes (1) (2) (4) (5) (6) (7) (8) (9) |
| Common Stock, | 12/02/2010 | | S | | 81,929 (3) | D | \$ 8.4012 | 10,383,989 (3) | I | See Footnotes |

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| | | | | | | | | | |
|--|------------|---|---------------|---|-----------|-----------------------|---|--|---|
| \$0.01 par value per share | | | | | | | | | (1) (2) (4) (5) (6) (7) (8) (9) |
| Common Stock, \$0.01 par value per share | 12/03/2010 | S | 46,579 (3) | D | \$ 8.5074 | 10,337,410 (3) (4) | I | | See Footnotes (1) (2) (4) (5) (6) (7) (8) (9) |

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.

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 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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TONTINE CAPITAL OVERSEAS MASTER FUND II, L.P. 55 RAILROAD AVENUE GREENWICH, CT 06830 | | X | | |
| TONTINE ASSET ASSOCIATES, L.L.C. 55 RAILROAD AVENUE GREENWICH, CT 06830 | | X | | |
| TONTINE POWER PARTNERS LP 55 RAILROAD AVENUE GREENWICH, CT 06830 | | X | | |
| | | X | | |

Tontine Associates, LLC
55 RAILROAD AVENUE
GREENWICH, CT 06830

Signatures

| | |
|--|------------|
| Tontine Capital Overseas Master Fund II, L.P. By: its General Partner, Tontine Asset Associates, L.L.C., By: its Managing Member, /s/ Jeffrey L. Gendell | 12/03/2010 |
| __Signature of Reporting Person | Date |
| Tontine Asset Associates, L.L.C., By: its Managing Member, /s/ Jeffrey L. Gendell | 12/03/2010 |
| __Signature of Reporting Person | Date |
| Tontine Power Partners, L.P. By: its General Partner, Tontine Management, L.L.C., By: its Managing Member, /s/ Jeffrey L. Gendell | 12/03/2010 |
| __Signature of Reporting Person | Date |
| Tontine Associates, L.L.C., By: its Managing Member, /s/ Jeffrey L. Gendell | 12/03/2010 |
| __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).

- This report is filed jointly by Tontine Capital Management, L.L.C., a Delaware limited liability company ("TCM"), Tontine Capital Overseas GP, L.L.C., a Delaware limited liability company ("TCO"), Tontine Partners, L.P., a Delaware limited partnership ("TP"), Tontine Management, L.L.C., a Delaware limited liability company ("TM"), Tontine 25 Overseas Master Fund, L.P., a Cayman Islands limited partnership ("T25"), Tontine Overseas Associates, L.L.C., a Delaware limited liability company ("TOA"), Tontine Capital Overseas Master Fund II, L.P., a Cayman Islands limited partnership ("TCP 2"), Tontine Asset Associates, L.L.C., a Delaware limited liability company ("TAA"), Tontine Power Partners, L.P., a Delaware limited partnership ("TPP"), Tontine Associates, L.L.C., a Delaware limited liability company ("TA") and Jeffrey L. Gendell ("Mr. Gendell").
- (1) Mr. Gendell is the managing member of: (a) TCM, the general partner of T25; (b) TCO; (c) TM, the general partner of TP and TPP; (d) TOA; (e) TAA, the general partner of TCP 2; and (f) TA.
- On December 1, 2010, T25 sold 90,721 shares of Common Stock at a weighted average price of \$8.2584 per share, at prices ranging from \$8.2317 to \$8.2637 per share. On December 2, 2010, T25 sold 155,771 shares of Common Stock at a weighted average price of \$8.4012 per share, at prices ranging from \$8.3917 to \$8.4097 per share. On December 2, 2010, TCP2 sold 81,929 shares of Common Stock at a weighted average price of \$8.4012 per share, at prices ranging from \$8.3917 to \$8.4097 per share. On December 3, 2010, TCP 2 sold 46,579 shares of Common Stock at a weighted average price of \$8.5074 per share, at prices ranging from \$8.5046 to \$8.51 per share. The filing parties undertake to provide to the staff of the Securities and Exchange Commission, the Issuer or any security holder of the Issuer, upon request, full information regarding the number of shares purchased or sold at each separate price within the ranges described in this footnote.
- (2) Mr. Gendell, T25 and TAA directly own 0 shares of Common Stock, TP directly owns 540,790 shares of Common Stock, TCM directly owns 209,062 shares of Common Stock, TCO directly owns 5,295 shares of Common Stock, TM directly owns 373,309 shares of Common Stock, TOA directly owns 641,413 shares of Common Stock, TCP 2 directly owns 8,119,974 shares of Common Stock, TPP directly owns 22,106 shares of Common Stock and TA directly owns 311,362 shares of Common Stock.
- (3) All of the foregoing securities may be deemed to be beneficially owned by Mr. Gendell. The foregoing securities sold by T25 be deemed to have been beneficially owned by TCM. The foregoing securities held by TP and TPP may be deemed to be beneficially owned by TM. The foregoing securities held by TCP 2 may be deemed to be beneficially owned by TAA.
- (4) Mr. Gendell disclaims beneficial ownership of the Issuer's securities reported herein for purposes of Section 16(a) under the Securities Exchange Act of 1934, as amended, or otherwise, except as to securities directly owned by Mr. Gendell or representing Mr. Gendell's pro rata interest in, and interest in the profits of, TCM, TCO, TP, TM, TOA, T25, TCP 2, TAA, TPP and TA. TCM disclaims beneficial ownership of the Issuer's securities reported herein for purposes of Section 16(a) under the Securities Exchange Act of 1934, as amended, or otherwise, except as to securities directly owned by TCM or representing TCM's pro rata interest in, and interest in the profits of, T25.
- (5) TM disclaims beneficial ownership of the Issuer's securities reported herein for purposes of Section 16(a) under the Securities Exchange Act of 1934, as amended, or otherwise, except as to securities directly owned by TM or representing TM's pro rata interest in, and interest in the profits of, TP and TPP. TOA disclaims beneficial ownership of the Issuer's securities reported herein for purposes of Section 16(a)

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under the Securities Exchange Act of 1934, as amended, or otherwise, except as to securities directly owned by TOA. TAA disclaims beneficial ownership of the Issuer's securities reported herein for purposes of Section 16(a) under the Securities Exchange Act of 1934, as amended, or otherwise, except as to securities directly owned by TAA or representing TAA's pro rata interest in, and interest in the profits of, TCP 2.

- (8) TA disclaims beneficial ownership of the Issuer's securities reported herein for purposes of Section 16(a) under the Securities Exchange Act of 1934, as amended, or otherwise, except as to securities directly owned by TA.
- (9) This Form 4 relates to the same transactions disclosed on the Form 4 filed on the date hereof by TCM, TCO, TP, TM, TOA, T25 and Mr. Gendell, all of which are joint filers with TCP 2, TAA, TPP and TA with respect to the Issuer's Common Stock.

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.