

GLOBAL POWER EQUIPMENT GROUP INC.

Form 4

April 02, 2015

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 *
PAGLIARA TRACY D

2. Issuer Name and Ticker or Trading Symbol
GLOBAL POWER EQUIPMENT GROUP INC. [GLPW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/31/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Admin Officer, GC & Sec.

C/O GLOBAL POWER EQUIPMENT GROUP INC., 400 E. LAS COLINAS BOULEVARD

(Street)

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

IRVING, TX 75039

(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) | |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock, \$0.01 par value per share | 03/31/2015 | | A | | 8,338 (1) | A | \$ 0 55,715 (2) | D |
| Common Stock, \$0.01 par value per share | 03/31/2015 | | A | | 9,245 (3) | A | \$ 0 64,960 | D |

| | | | | | | | |
|---|------------|---|--------------|---|---------|--------|---|
| Common Stock, \$0.01 par value per share | 03/31/2015 | A | 1,063 (4) | A | \$ 0 | 66,023 | D |
| Common Stock, \$0.01 par value per share | 03/31/2015 | F | 1,479 (5) | D | \$ 13.2 | 64,544 | D |

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.

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(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 |
| PAGLIARA TRACY D C/O GLOBAL POWER EQUIPMENT GROUP INC. 400 E. LAS COLINAS BOULEVARD IRVING, TX 75039 | Chief Admin Officer, GC & Sec. |

Signatures

/s/ Tracy D.

Pagliara

04/02/2015

 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) Restricted share units granted under the Global Power Equipment Group Inc. 2011 Equity Incentive Plan. Of the restricted share units, each of which represents the right to receive one share of common stock of Global Power Equipment Group Inc., 2,780, 2,779 and 2,779 will vest on March 31 of each of 2016, 2017 and 2018, respectively, subject to continued employment through the vesting date. Any units that do not vest will be forfeited.
- (2) Adjusted to include 17 restricted share units which were inadvertently withheld as tax liability for the vesting that occurred on March 31, 2014.
- (3) Restricted share units granted under the Global Power Equipment Group Inc. 2011 Equity Incentive Plan and subject to a restricted share unit agreement, each of which represents the right to receive one share of common stock of Global Power Equipment Group Inc., which vest on June 30, 2016, subject to continued employment through the vesting date. Any units that do not vest will be forfeited.
- (4) Reflects the award of common stock pursuant to awards of performance-based restricted stock units, each of which represents the right to receive one share of common stock of Global Power Equipment Group Inc., 500 of which was awarded on July 21, 2011 and 563 of which was awarded on March 22, 2012, and all of which vest on the date hereof.
- (5) Reflects withholding of shares by the Company to offset the tax liability resulting from the vesting on March 31, 2015 of restricted stock units previously reported.

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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