

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 *
Durkee John

(Last) (First) (Middle)

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

(Street)

IRVING, TX 75039

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

GLOBAL POWER EQUIPMENT GROUP INC. [GLPW]

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

03/31/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Pres., Global Power Products

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)
			Code	V	Amount (A) or (D) Price		
Common Stock, \$0.01 par value per share	03/31/2015		A		8,013 (1)	A	\$ 0 11,680 D
Common Stock, \$0.01 par value per share	03/31/2015		A		9,245 (2)	A	\$ 0 20,925 D

Common
 Stock,
 \$0.01 par 03/31/2015 F 398 ⁽³⁾ D \$ 20,527 D
 value per
 share 13.2

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

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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. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Durkee John
 C/O GLOBAL POWER EQUIPMENT GROUP INC.
 400 E. LAS COLINAS BOULEVARD
 IRVING, TX 75039

Pres., Global Power Products

Signatures

/s/ Tracy D. Pagliara for John Durkee by Power of Attorney

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)

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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., 2,671, 2,671 and 2,671 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) 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.
- (3) 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.

Remarks:

Power of Attorney was filed as Exhibit 24 to the Form 3 filed for Mr.Durkee on May 12, 2014.

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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