

KELLER DAVID L  
 Form 4  
 April 04, 2011

**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 \*  
**KELLER DAVID L**

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)  
 03/31/2011

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

C/O GLOBAL POWER EQUIPMENT GROUP INC., 5199 N. MINGO ROAD

(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

TULSA, OK 74117

(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		
Common Stock, \$0.01 par value per share	03/31/2011		A <sup>(1)</sup>	12,501	A \$ 0	72,919	D
Common Stock, \$0.01 par value per share	03/31/2011		F <sup>(2)</sup>	7,988	D \$ 27.5	64,931	D

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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 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 Beneficially Owned (Instr. 6)
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**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KELLER DAVID L C/O GLOBAL POWER EQUIPMENT GROUP INC. 5199 N. MINGO ROAD TULSA, OK 74117	X		President & CEO	

**Signatures**

/s/ Tracy D. Pagliara for David L. Keller by Power of Attorney  
 \*\*Signature of Reporting Person  
 04/04/2011  
 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).
- 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. (the "Company"), granted on each of September 14, 2009 and March 23, 2010 pursuant to the Company's 2008 Management Incentive Plan. Pursuant to the terms of the awards, 12,499, 12,499 and (1) 2,083 of the restricted stock units will vest on March 31, 2012, 2013, and 2014, respectively, subject to the Company's satisfaction of certain performance criteria for each of the fiscal years ending December 31, 2011, 2012 and 2013, and further subject to continued employment through the vesting date. The performance criteria for 2010 were met, resulting in the vesting of 12,501 restricted stock units. Any units that do not vest will be forfeited. (All numbers are as adjusted for the 1-for-9 reverse stock split effected June 30, 2010.)
- (2)

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Reflects withholding of shares by the Company to offset the tax liability resulting from the vesting on March 31, 2011 of restricted stock units as reported in this Form 4.

### **Remarks:**

Power of attorney was filed as Exhibit 24 to the Form 3 filed for Mr. Keller on August 5, 2010.

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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