

GLOBAL POWER EQUIPMENT GROUP INC.

Form 4

April 02, 2014

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 *
Sherrod-Campanizzi Penny

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)
03/31/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President-Electrical Solutions

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, \$0.01 par value per share | 03/31/2014 | | A | | 3,667 (1) | A | \$ 0 |
| Common Stock, \$0.01 par value per share | 03/31/2014 | | F | | 1,053 (3) | D | \$ 19.89 |
| | | | | | 18,132 | (2) | |
| | | | | | 17,079 | | |

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 Beneficially Owned Following Reported Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V | (A) | (D) | Amount or Number of Shares | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Sherrod-Campanizzi Penny
C/O GLOBAL POWER EQUIPMENT GROUP INC.
400 E. LAS COLINAS BOULEVARD
IRVING, TX 75039

President-Electrical Solutions

Signatures

/s/ Tracy D. Pagliara for Penny Sherrod - Campanizzi by Power of Attorney

04/02/2014

__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., 1,223, 1,222 and 1,222 will vest on March 31 of each of 2015, 2016 and 2017, respectively, subject to continued employment through the vesting date. Any units that do not vest will be forfeited.
 - (2) Excludes 9,612 restricted share units inadvertently included on the Form 3 filed for Ms. Sherrod - Campanizzi on August 13, 2013.
 - (3) Reflects withholding of shares by the Company to offset the tax liability resulting from the vesting on March 31, 2014 of restricted stock units previously reported.

Remarks:

Power of attorney was filed as Exhibit 24 to the Form 3 filed for Ms. Sherrod - Campanizzi on August 13, 2013.

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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