KELLER DAVID L

Form 4 April 03, 2012

FORM 4

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

OMB 3235-0287

Check this box

Number: January 31, Expires: 2005

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Estimated average **SECURITIES** burden hours per response...

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading KELLER DAVID L Issuer Symbol **GLOBAL POWER EQUIPMENT** (Check all applicable) **GROUP INC. [GLPW]** (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) C/O GLOBAL POWER 03/31/2012 President and CEO EQUIPMENT GROUP INC., 400 E. LAS COLINAS BOULEVARD (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting **IRVING, TX 75039**

share

							1 CISON		
(City)	(State) (Zip) Table	e I - Non-D	erivative S	Securit	ties Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. Transactio Code (Instr. 8)	4. Securities Acquired n(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) Indirect Ownershi (Instr. 4) 7. Nature Beneficia Ownershi (Instr. 4)	
Common Stock, \$0.01 par value per share	03/31/2012		Code V	Amount 16,686 (1)	(D)	Price	(Instr. 3 and 4) 98,367	D	
Common Stock, \$0.01 par value per	03/31/2012		F	9,995 (2)	D	\$ 27.7	88,372	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)

Other

9. Nu Deriv Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Title	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	tionNumber	Expiration Da	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative	e		Securi	ties	(Instr. 5)
	Derivative				Securities	1		(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									A	
									Amount	
						Date Exercisable	Expiration Date	Title 1	or	
									Number	
				G 1 1	7 (A) (B)				of	
				Code V	V (A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer

KELLER DAVID L C/O GLOBAL POWER EQUIPMENT GROUP INC. 400 E. LAS COLINAS BOULEVARD IRVING, TX 75039

X President and CEO

Signatures

/s/ Tracy D. Pagliara for David L. Keller by Power of Attorney

04/03/2012

**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).

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 and on July 21, 2011 pursuant to the Company's 2011

(1) Equity Incentive Plan. Pursuant to the terms of the awards, 16,686, 6,270 and 4,187 of the restricted stock units will vest on March 31, 2013, 2014, and 2015, respectively, subject to the Company's satisfaction of certain performance criteria for each of the fiscal years ending December 31, 2012, 2013 and 2014, and further subject to continued employment through the vesting date. The performance criteria for 2011 were met, resulting in the vesting of 16,686 restricted stock units. Any units that do not vest will be forfeited.

(2)

Reporting Owners 2

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Reflects withholding of shares by the Company to offset the tax liability resulting from the vesting on March 31, 2012 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. 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.