## Edgar Filing: DUNCAN R FOSTER - Form 4

DUNCAN I Form 4								
June 04, 20	ЛЛ	STATES SE	CURITIES AN	DEXCHANGE	COMMISSION	т	PPROVAL	
UNITED STATES SECURITIES AND EXCHANGE COMMIS Washington, D.C. 20549						OMB Number:	3235-0287	
Check t if no lor subject Section Form 4 Form 5 obligation	nger to 16. or Filed put ons Section 17(	rsuant to Sect	SECURIT	WNERSHIP OF nge Act of 1934, of 1935 or Sectio	January 31, 2005 average irs per 0.5			
may con <i>See</i> Inst 1(b).	nunue.		•	Company Act of 1		-		
(Print or Type	Responses)							
1. Name and Address of Reporting Person <u>*</u> DUNCAN R FOSTER			Issuer Name <b>and</b> T nbol TLANTIC POW	C C	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (		Date of Earliest Tran		(Cheo	ck all applicable	e)	
C/O ATLA CORPORA	ANTIC POWER ATION, 200 DON ST., FLOOR	(Mo 05/	onth/Day/Year) /31/2012	Isaction	X Director Officer (give below)		o Owner er (specify	
(Street) 4. If Amendment, D Filed(Month/Day/Yea							erson	
	MA 02116				Person		1 0	
(City)	(State)	(Zip)	Table I - Non-Der	rivative Securities A	Acquired, Disposed o	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date any	e, if TransactionA	(A) or	SecuritiesIBeneficially(Owned(	Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Re	eport on a separate line	e for each class c	of securities benefici	ally owned directly	or indirectly.			
				information cont required to resp	spond to the collec tained in this form ond unless the for ntly valid OMB cor	are not m	EC 1474 (9-02)	
	Tab			red, Disposed of, or ptions, convertible	Beneficially Owned securities)			
1. Title of Derivative		ansaction Date nth/Day/Year)	3A. Deemed Execution Date, if	4. 5. TransactionNumber	6. Date Exercisabl r Expiration Date		and Amount of ying Securities	8. Price Derivati

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;		(Instr. 3 and 4)		Security (Instr. 5
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Dividend Equivalent Rights	<u>(1)</u>	05/31/2012		A	6	(1)	<u>(1)</u>	Common Share	6	\$ 0

## **Reporting Owners**

Reporting Owner Name / Address		Relationships					
	Di	rector	10% Owner	Officer	Other		
DUNCAN R FOSTER C/O ATLANTIC POWER CORPORA 200 CLARENDON ST., FLOOR 25 BOSTON, MA 02116	TION	X					
Signatures							
Barry E. Welch, attorney-in-fact	06/01/2012						
**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).

The dividend equivalent rights accrued on the deferred share units granted under the Company's Deferred Share Unit Plan, which provides for the payment of all accrued deferred share units and dividend equivalent rights to the reporting person following his or her

(1) provides for the payment of an accrued deferred share units and dividend equivalent right is equal to the reporting person following ins of the termination as a director. Each deferred share unit and each dividend equivalent right is equal to the economic equivalent of one common share.

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.