

Conway Gerard L JR
 Form 3
 January 04, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Conway Gerard L JR | | (Month/Day/Year) | PLUG POWER INC [PLUG] | |
| (Last) | (First) | (Middle) | 10/19/2004 | |
| C/O PLUG POWER INC.,Â 968 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| ALBANY-SHAKER ROAD | | | | |
| (Street) | | | (Check all applicable) | |
| LATHAM,Â NYÂ 12110 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | General Counsel | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Plug Power Common Stock | 4,183 ⁽¹⁾ | D | Â |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|--------------------|------------------|-----------------|--------------|----------------------------|---------|----------------------------|---|
| Option to Purchase | Â (2) | 11/14/2011 | Common Stock | 4,121 | \$ 8.53 | D | Â |
| Option to Purchase | Â (3) | 12/22/2013 | Common Stock | 8,000 | \$ 6.73 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Conway Gerard L JR C/O PLUG POWER INC. 968 ALBANY-SHAKER ROAD LATHAM, NY 12110 | Â | Â | Â General Counsel | Â |

Signatures

/s/ Gerard L
Conway Jr

01/04/2005

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 1,183 restricted shares of Plug Power common stock (the "shares"). The Shares vest in three equal installments on March 20, 2005, June 20, 2005 and September 20, 2005. Prior to vesting, the Shares are subject to forfeiture in the event that Mr. Conway's employment with the Company is terminated.
 - (2) Consists of options to acquire common stock granted on 11/14/2001, all of which are exercisable.
 - (3) Consists of options to acquire common stock granted on 12/23/2003, with respect to which 5,334 are exercisable; 2667 shares become exercisable on 6/22/05.

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.