

Armistead Hunter H.
Form 4
March 19, 2018

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Armistead Hunter H.

(Last) (First) (Middle)

PIER 1, BAY 3

(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Pattern Energy Group Inc. [PEGI]

3. Date of Earliest Transaction
(Month/Day/Year)

03/15/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Exec. VP, Business Development

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	03/15/2018		D	5,791 (1)	D \$ 0 122,329	D	
Class A Common Stock	03/15/2018		F	4,005 (2)	D \$ 18.55 118,324	D	
Class A Common Stock	03/15/2018		A	23,283 (3)	A \$ 0 141,607	D	
Class A Common	03/15/2018		A	15,229 (4)	A \$ 0 156,836	D	

Stock

Class A

Common

Stock

45,454

I

See
footnote
(5)

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 Reportable Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Armistead Hunter H. PIER 1, BAY 3 SAN FRANCISCO, CA 94111	Exec. VP, Business Development

Signatures

/s/ Dyann S. Blaine,
attorney-in-fact

03/19/2018

**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) Represents shares forfeited from performance based shares granted on April 10, 2015 (the "2015 TSR Award") that were eligible to vest based on certain financial performance objectives. Upon grant, the maximum vesting amount was reported in Table 1 of Form 4 filed April 14, 2015. On March 15, 2018, the Company determined that based on the Company's performance over the applicable performance

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period, 11,581 shares would vest and 5,791 shares would be forfeited.

- (2) Represents shares withheld for satisfaction of tax withholding obligation arising as a result of the vesting of the 2015 TSR Award. See footnote 1.

- (3) Represents the maximum number of shares granted pursuant to a performance share award which may become earned and vested based on relative total shareholder return over the three-year period ending December 31, 2020. The actual amount eligible for vesting will be between 0 and 100% of this number, depending on actual performance.

- (4) Represents a time-vested restricted share award which vests in 3 equal annual installments starting in December 2018.

- (5) By the 2011 Amended and Restated Armistead Family Trust, of which the reporting person is a trustee and beneficiary.

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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