

GLOBAL POWER EQUIPMENT GROUP INC.

Form 4

December 11, 2015

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 *
HOLMES CRAIG E

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)
C/O GLOBAL POWER EQUIPMENT GROUP, INC. 400 E. LAS COLINAS BOULEVARD

3. Date of Earliest Transaction (Month/Day/Year)
12/09/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President, Finance

(Street)
IRVING, TX 75039

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

(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)
Common Stock, \$0.01 par value per share	12/09/2015		A	40,000 (1)	A \$ 0 80,000	D	

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

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SEC 1474 (9-02)

number.

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 Reporting 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
HOLMES CRAIG E C/O GLOBAL POWER EQUIPMENT GROUP INC. 400 E. LAS COLINAS BOULEVARD IRVING, TX 75039			Senior Vice President, Finance	

Signatures

/s/ Tracy D. Pagliara for Craig Holmes by Power of Attorney
 12/11/2015
 **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 Inducement Restricted Share Unit Agreement between Global Power Equipment Group Inc. and Mr. Holmes, dated as of September 24, 2015. Of the restricted share units, each of which represents the right to receive one share of common stock of Global Power Equipment Group Inc., 13,334, 13,333 and 13,333 will vest on March 31 of each of 2016, 2017 and 2018, respectively, subject to continued employment through the vesting date. These restricted share units were previously granted by the Board of Directors as performance-based restricted share units and on December 9, 2015 were converted to time-based restricted share units. Any units that do not vest will be forfeited.

Remarks:

Power of attorney was filed as Exhibit 24 to the Form 3 filed for Mr. Holmes on September 28, 2015.

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.