

Gaynor Paul
Form 3
October 27, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 Gaynor Paul	(Month/Day/Year)	First Wind Holdings Inc. [WIND]
(Last) (First) (Middle)	10/27/2010	
	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
C/O FIRST WIND,Â 179		
LINCOLN STREET, SUITE 500	(Check all applicable)	
(Street)	☒ Director ☐ 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
	☒ Officer ☐ Other	☒ Form filed by One Reporting Person
BOSTON,Â MAÂ 02111	(give title below) (specify below)	☐ Form filed by More than One Reporting Person
(City) (State) (Zip)	CEO and Director	

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)
Class A Common Stock, \$0.001 par value	0	D	Â

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) Title	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)	
Class B Common Stock, \$0.001 par value	Â (1)	Â (1)	Class A Common Stock	0	\$ (1)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gaynor Paul C/O FIRST WIND 179 LINCOLN STREET, SUITE 500 BOSTON, MA 02111	Â X	Â	Â CEO and Director	Â

Signatures

/s/ Paul H. Wilson, Jr., Attorney-in-Fact for Paul
Gaynor

10/27/2010

__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) Prior to the closing of the initial public offering, certain outstanding Series A units in First Wind Holdings, LLC held by Mr. Gaynor will be exchanged for First Wind Holdings, LLC Series B Membership Interests and an equal number of shares of First Wind Holdings Inc. Class B common stock. One Series B Membership Interest and one share of Class B common stock are together exchangeable, at the holder's election, for one share of First Wind Holdings Inc. Class A common stock. This exchange right has no expiration date.

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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