

KELLER DAVID L  
Form 4  
April 04, 2011

**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  
Number: 3235-0287  
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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
KELLER DAVID L

(Last) (First) (Middle)

C/O GLOBAL POWER  
EQUIPMENT GROUP INC., 5199  
N. MINGO ROAD

(Street)

TULSA, OK 74117

(City) (State) (Zip)

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

GLOBAL POWER EQUIPMENT  
GROUP INC. [GLPW]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/31/2011

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
President & CEO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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 Ownership (Instr. 4)
Common Stock, \$0.01 par value per share	03/31/2011		A <sup>(1)</sup>	12,501	A \$ 0 72,919	D	
Common Stock, \$0.01 par value per share	03/31/2011		F <sup>(2)</sup>	7,988	D \$ 27.5 64,931	D	

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

**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.**

SEC 1474  
(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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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

KELLER DAVID L  
C/O GLOBAL POWER EQUIPMENT GROUP INC.  
5199 N. MINGO ROAD  
TULSA, OK 74117

X

President & CEO

## Signatures

/s/ Tracy D. Pagliara for David L. Keller by Power of  
Attorney

04/04/2011

\_\_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).

Reflects the award of common stock pursuant to awards of performance-based restricted stock units, each of which represents the right to receive one share of common stock of Global Power Equipment Group Inc. (the "Company"), granted on each of September 14, 2009 and March 23, 2010 pursuant to the Company's 2008 Management Incentive Plan. Pursuant to the terms of the awards, 12,499, 12,499 and (1) 2,083 of the restricted stock units will vest on March 31, 2012, 2013, and 2014, respectively, subject to the Company's satisfaction of certain performance criteria for each of the fiscal years ending December 31, 2011, 2012 and 2013, and further subject to continued employment through the vesting date. The performance criteria for 2010 were met, resulting in the vesting of 12,501 restricted stock units. Any units that do not vest will be forfeited. (All numbers are as adjusted for the 1-for-9 reverse stock split effected June 30, 2010.)

(2)

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Reflects withholding of shares by the Company to offset the tax liability resulting from the vesting on March 31, 2011 of restricted stock units as reported in this Form 4.

### **Remarks:**

Power of attorney was filed as Exhibit 24 to the Form 3 filed for Mr. Keller on August 5, 2010.

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.