

Willis David L  
Form 4  
April 01, 2013

**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  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Willis David L

(Last) (First) (Middle)

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

(Street)

IRVING, TX 75039

(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)  
03/28/2013

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)  
SVP and CFO

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 or Disposed of (D) (Instr. 3, 4 and 5)  (A) or (D)	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)
Common Stock, \$0.01 par value per share	03/28/2013		A	3,667 (1)	A \$ 0 124,242 (2)	D	
Common Stock, \$0.01 par value per share	03/31/2013		A	18,247 (3)	A \$ 0 142,489	D	

# Edgar Filing: Willis David L - Form 4

Common  
Stock,  
\$0.01 par  
value per  
share

03/31/2013

F

9,980  
(4)

D

\$  
17.62

132,509

D

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

Willis David L  
C/O GLOBAL POWER EQUIPMENT GROUP INC.  
400 E. LAS COLINAS BOULEVARD  
IRVING, TX 75039

SVP and CFO

## Signatures

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

04/01/2013

\*\*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)

## Edgar Filing: Willis David L - Form 4

Restricted stock units granted under the Global Power Equipment Group Inc. 2011 Equity Incentive Plan. Of the restricted stock units, each of which represents the right to receive one share of common stock of Global Power Equipment Group Inc., 1,223, 1,222 and 1,222 will vest on March 31 of each of 2014, 2015 and 2016, respectively, subject to continued employment through the vesting date. Any units that do not vest will be forfeited.

- (2) Includes 1 share inadvertently omitted from the reporting person's previously filed forms as a result of a rounding error associated with Global Power Equipment Group Inc.'s reverse stock split.

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 February 9, 2009 and March 23, 2010 pursuant to the Company's 2008 Management Incentive Plan, and on July 21, 2011 and March 22, 2012 pursuant to the Company's 2011 Equity Incentive Plan. Pursuant to the terms of the awards, 9,569, 2,625 and 1,375 of the restricted stock units will vest on March 31, 2014, 2015, and 2016, respectively, subject to the Company's satisfaction of certain performance criteria for each of the fiscal years ending December 31, 2013, 2014 and 2015, and further subject to continued employment through the vesting date. The performance criteria for 2012 were met, resulting in the vesting of 18,247 restricted stock units. Any units that do not vest will be forfeited.

- (4) Reflects withholding of shares by the Company to offset the tax liability resulting from the vesting on March 31, 2013 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. Willis 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.