

Glover Dean J
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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Glover Dean J

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)
03/28/2013

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
SVP and President of Products

(Street)

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

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

IRVING, TX 75039

(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 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 \$ 0 146,050	D	
Common Stock, \$0.01 par value per share	03/31/2013		A	14,641 (2)	A \$ 0 160,691	D	

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Common
Stock,
\$0.01 par
value per
share

03/31/2013

F

9,545
(3)

D

\$
17.62

151,146

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)

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

Glover Dean J
C/O GLOBAL POWER EQUIPMENT GROUP INC.
400 E. LAS COLINAS BOULEVARD
IRVING, TX 75039

SVP and President of Products

Signatures

/s/ Tracy D. Pagliara for Dean J. Glover 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)

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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) 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 July 21, 2011 and March 22, 2012 pursuant to the Company's 2011 Equity Incentive Plan. Pursuant to the terms of the awards, 6,541, 2,375 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 14,641 restricted stock units. Any units that do not vest will be forfeited
- (3) 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. Glover 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.

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