

HARVEST ASSOCIATES III LLC

Form 4

September 16, 2005

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 *
HARVEST ASSOCIATES III LLC

2. Issuer Name **and** Ticker or Trading
Symbol
GLOBAL POWER EQUIPMENT
GROUP INC/ [GEG]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
280 PARK AVENUE, 33RD
FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
09/14/2005

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

(Street)
NEW YORK, NY 10017

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X 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 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/14/2005		J ⁽¹⁾	440,000 D	\$ 7.46 9,151,463	I	See footnote 1
Common Stock	09/14/2005		J ⁽²⁾	60,000 D	\$ 7.46 9,091,463	I	See footnote 2
Common Stock	09/15/2005		J ⁽³⁾	440,000 D	\$ 7.5 8,651,463	I	See footnote 3
Common Stock	09/15/2005		J ⁽⁴⁾	60,000 D	\$ 7.5 8,591,463	I	See footnote 4

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
HARVEST ASSOCIATES III LLC 280 PARK AVENUE 33RD FLOOR NEW YORK, NY 10017		X		
HARVEST PARTNERS III LP 280 PARK AVENUE C/O HARVEST PARTNERS, INC. NEW YORK, NY 10017		X		

Signatures

/s/ Ira D. Kleinman, Managing
Member 09/16/2005

__Signature of Reporting Person Date

/s/ Ira D. Kleinman, Managing
Member 09/16/2005

__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).

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These shares were sold by Harvest Partners III, L.P. (a 10% owner of the issuer). Following the sales, Harvest Partners III, L.P. owns directly 8,000,812 shares of the reported securities. Harvest Associates III, L.L.C. may be deemed to own indirectly all of the reported securities owned by Harvest Partners III, L.P. as a result of its being the general partner of Harvest Partners III, L.P. Harvest Associates III, L.L.C. disclaims beneficial ownership of the shares owned by Harvest Partners III, L.P. except to the extent of its pecuniary interest therein.

- (1)

These shares were sold by Harvest Partners III, GbR ("HPG"). Following the sales, HPG owns directly 1,090,651 shares of the reported securities. Harvest Associates III, L.L.C. may be deemed to own indirectly all of the reported securities owned by HPG as a result of its being the sole administrator of HPG. Harvest Associates III, L.L.C. disclaims beneficial ownership of the shares owned by HPG, except to the extent of its pecuniary interest therein.

- (2)

These shares were sold by Harvest Partners III, L.P. (a 10% owner of the issuer). Following the sales, Harvest Partners III, L.P. owns directly 7,560,812 shares of the reported securities. Harvest Associates III, L.L.C. may be deemed to own indirectly all of the reported securities owned by Harvest Partners III, L.P. as a result of its being the general partner of Harvest Partners III, L.P. Harvest Associates III, L.L.C. disclaims beneficial ownership of the shares owned by Harvest Partners III, L.P. except to the extent of its pecuniary interest therein.

- (3)

These shares were sold by HPG (defined above). Following the sales, HPG owns directly 1,030,651 shares of the reported securities. Harvest Associates III, L.L.C. may be deemed to own indirectly all of the reported securities owned by HPG as a result of its being the sole administrator of HPG. Harvest Associates III, L.L.C. disclaims beneficial ownership of the shares owned by HPG, except to the extent of its pecuniary interest therein.

- (4)

Remarks:

Signed by Harvest Associates III, L.L.C. as General Partner of Harvest Partners III, L.P.

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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