

KAHN ALLEN
Form 5
October 16, 2012

FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
KAHN ALLEN

2. Issuer Name and Ticker or Trading Symbol
AMERICAN POWER GROUP Corp [APGI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
09/30/2012

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

175 EAST DELAWARE PLACE, APT 7808

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

CHICAGO, IL 60611-1731

(City) (State) (Zip)

___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 (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	06/01/2012	06/01/2012	X4	69,000 (1) A \$ (1)	5,031,250	D	A

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Common Stock Purchase Options	Â	06/01/2012	06/01/2012	X4	Â 69,000	Â (2) Â (2)	Common Stock 69,000
Common Stock Purchase Option	Â	06/01/2012	06/01/2012	J4	Â 115,500	Â (4) Â (4)	Common Stock 115,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KAHN ALLEN 175 EAST DELAWARE PLACE APT 7808 CHICAGO, IL 60611-1731	Â	Â X	Â	Â

Signatures

/s/Charles E Coppa, attorney in fact
10/16/2012
**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) Options to purchase 69,000 shares of the common stock in aggregate were exercised at prices ranging from \$.23 to \$.51 per share.
- (2) 67,000 of the options exercised vested equally over a 5 year period from date of grant and had a 10 year term from date of grant. 2,000 of the options exercised vested immediately on date of grant and had a 10 year term from date of grant.
- (3) Options to purchase an aggregate of 115,000 shares of common stock at exercise prices ranging from \$.23 to \$1.95 expired unexercised.
- (4) 6,000 of the options vested immediately on the date of grant and had a term of 10 years from date of grant. 109,500 of the options vested equally over a 5 year period from date of grant and had a term of 10 years from date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.