

Burns Stephen S.
Form 4
June 01, 2011

FORM 4

**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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Burns Stephen S.

(Last) (First) (Middle)

C/O AMP HOLDING INC., 4540
ALPHINE AVENUE

(Street)

BLUE ASH, OH 45242

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AMP Holding Inc. [AMPD]

3. Date of Earliest Transaction
(Month/Day/Year)
12/08/2010

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

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, \$0.001 par value | | | | (A) or (D) Price | 5,341,558 | D | |

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)

| 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number of Shares |
| Stock Options | \$ 0.72 | 12/08/2010 | | A | 300,000 | 12/08/2010 ⁽¹⁾ 12/08/2020 | Common Stock 300,000 |
| Common Stock Purchase Warrant | \$ 2 | 12/08/2010 | | A | 300,000 | 12/08/2010 12/08/2015 | Common Stock 300,000 |
| Stock Options | \$ 0.6 | 05/25/2011 | | A | 500,000 | 05/25/2011 ⁽²⁾ 05/25/2016 | Common Stock 500,000 |
| Common Stock Purchase Warrant | \$ 2 | 05/25/2011 | | A | 500,000 | 05/25/2011 05/25/2016 | Common Stock 500,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| Burns Stephen S. C/O AMP HOLDING INC. 4540 ALPHINE AVENUE BLUE ASH, OH 45242 | X | X | President | |

Signatures

/s/ Stephen S. Burns
05/31/2011

**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).
- (1) The stock options vest in three annual installments starting on December 8, 2010.
- (2) The 500,000 in stock options granted on May 25, 2011 vest at the rate of 125,000 shares every six months commencing on the six month anniversary of the date of the Option.

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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