

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	December 31, 2014
Estimated average burden hours per response	0.5

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

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 * CLEARMAN STEPHEN J <hr/> (Last) (First) (Middle) C/O ACTIVE POWER INC., 2128 W. BRAKER LN., BK 12 <hr/> (Street) AUSTIN TX 78758 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol ACTIVE POWER INC [ACPW]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 06/05/2012	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/05/2012		A		30,000	A	(1)	30,000	D	
Common Stock								17,632,985	I	See Footnote (2)

**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. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$ 0.78	06/05/2012		A		30,000		(3)	06/05/2012	Common Stock	30,000	\$ 0	30,000	D	

Explanation of Responses:

- The shares of Common Stock represent a grant of Restricted Stock Units for no consideration and, with continued service, one-third of the Restricted Stock Units shares shall vest on each of 6/5/2013, 6/5/2014 and 6/5/2015. Pursuant to Mr. Clearman's arrangement with Kinderhook Partners, LLC (formerly known as Kinderhook Capital Management, LLC) (the "Advisor") with respect to director compensation, the proceeds from the sale of the shares underlying the Restricted Stock Units are expected to be remitted to the Advisor. Accordingly, Mr. Clearman disclaims beneficial ownership of such securities.
- Shares held by Kinderhook, LP (formerly known as Kinderhook Partners, LP) (the "Partnership"). The Advisor serves as the investment adviser to the Partnership. Kinderhook GP, LLC serves as the general partner (the "General Partner") to the Partnership. Mr. Stephen Clearman serves as one of the General Partner's managing members and as one of the Advisor's managing members and, in such capacities, is responsible for making investment decisions with respect to the Partnership. As a result, Mr. Clearman may be deemed to control such entities. Accordingly, Mr. Clearman may be deemed to have a beneficial interest in the shares of Common Stock by virtue of his indirect control of the Partnership's, the General Partner's and the Advisor's power to vote and/or dispose of the shares of Common Stock. Mr. Clearman disclaims beneficial ownership of the shares of Common Stock except to the extent of his pecuniary interest, if any, therein.
- With continued service, one-third of the option shares shall vest and become exercisable on each of 6/5/2013, 6/5/2014 and 6/5/2015. Pursuant to Mr. Clearman's arrangement with the Advisor with respect to director compensation, the proceeds from the sale of the shares underlying the option are expected to be remitted to the Advisor. Accordingly, Mr. Clearman disclaims beneficial ownership of such securities.

Remarks:

- Exhibit List
- Exhibit 24- Confirming Statement

/s/ Catherine Brophy (as Attorney in Fact) 06/11/2012

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

CONFIRMING STATEMENT

This Statement confirms that the undersigned, officer or director of Active Power, Inc., who is subject to the reporting requirements of Section 16(a) of the Securities Exchange Act of 1934, has authorized and designated John K. Penver, J. Douglas Milner, Catherine Brophy and Jennifer Crow (the "Authorized Signatories") to execute and file on the undersigned's behalf a Form ID and all Forms 3, 4, and 5 (including any amendments thereto) that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of Active Power, Inc. The authority of the Authorized Signatories under this Statement shall continue until the undersigned is no longer required to file Forms 3, 4, and 5 with regard to the undersigned's ownership of or transactions in securities of Active Power, Inc., unless earlier revoked in writing, and, with respect to an Authorized Signatory, until such time as any Authorized Signatory ceases to be an employee of Active Power, Inc. The undersigned acknowledges that the Authorized Signatories are not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 or any other aspect of the federal securities laws, and that the undersigned is responsible for timely and accurately providing information to the Authorized Signatories with respect to any reportable transaction, as well as compliance with the Company's insider trading and internal pre-clearance policies with respect to transactions involving its securities.

Date: June 9, 2012

/s/ Stephen J. Clearman
