

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0362
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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.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Penver John K</u>  (Last) (First) (Middle) <u>C/O ACTIVE POWER, INC.</u> <u>2128 W. BRAKER LANE, BK12</u>  (Street) <u>AUSTIN TX 78758</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ACTIVE POWER INC [ ACPW ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2012</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	05/17/2012		M4	563 <sup>(2)</sup>	A	(1)	11,881 <sup>(2)</sup>	D	
Common Stock	05/17/2012		F4	148 <sup>(2)</sup>	D	\$3.85 <sup>(2)</sup>	11,733 <sup>(2)</sup>	D	
Common Stock	08/17/2012		M4	563 <sup>(2)</sup>	A	(1)	12,296 <sup>(2)</sup>	D	
Common Stock	08/17/2012		F4	148 <sup>(2)</sup>	D	\$4.2 <sup>(2)</sup>	12,148 <sup>(2)</sup>	D	

**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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(3)	05/17/2012		4M		563 <sup>(2)</sup>	(4)	(4)	Common Stock	563 <sup>(2)</sup>	\$0	8,437 <sup>(2)</sup>	D	
Restricted Stock Units	(3)	08/17/2012		4M		563 <sup>(2)</sup>	(4)	(4)	Common Stock	563 <sup>(2)</sup>	\$0	7,874 <sup>(2)</sup>	D	

**Explanation of Responses:**

- Shares issued upon the vesting of restricted stock units.
- All amounts included herein have been adjusted to reflect the reverse stock split of Active Power Inc.'s outstanding Common Stock at a reverse split ratio of five-for-one effective as of 5:00 p.m. EST on December 21, 2012.
- Each restricted stock unit represents a contingent right to receive one share of common stock.
- With continued service, the restricted stock units, representing a right to receive a total of 9,000 shares, vest in a series of sixteen equal quarterly installments upon the completion of each quarter beginning in 5/17/2012. Vested shares are delivered to the reporting person as soon as practicable after vesting, but in each case within the period ending no later than the later of the 15th day of the 3rd month following the end of the (i) fiscal year or the (ii) calendar year, which in either case includes the vesting date.

**Remarks:**

John K. Penver 02/12/2013  
 \*\* 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.