FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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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).

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

Name and Address of Reporting Person*     CLISHEM JIM				2. Issuer Name <b>and</b> Ticker or Trading Symbol ACTIVE POWER INC [ ACPW ]						(Chec	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  X Director 10% Owner					
(Last) (First) (Middle) C/O ACTIVE POWER, INC. 2128 W. BRAKER LANE, BK12					3. Date of Earliest Transaction (Month/Day/Year) 02/24/2011					_ x	C Officer (give title Other (specify below)  President and CEO					
(Street) AUSTIN TX 78758  (City) (State) (Zip)				4	4. If Amendment, Date of Original Filed (Month/Day/Year)					6. Indi Line)						
1. Title of Security (Instr. 3) 2. Transa Date			ransact	vative Securities Acquation Securities Acquation Securities Acquation Date, if any (Month/Day/Year)		3. Transacti Code (Ins	4. Secu	4. Securities Acquired (A) o Disposed Of (D) (Instr. 3, 4			5. Amount of		Ownership orm: Direct o) or Indirect (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
							Code V	Amoun	ı (	(A) or (D)		Reported Transactio (Instr. 3 an			(Instr. 4)	
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)	Code (Instr.		Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		of Se Unde Deriv	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	Ownersh Form: Direct (D) or Indirec (I) (Instr.	Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	n Title	o N	mount r umber f Shares		Transaction (Instr. 4)		
Employee Stock Option (right to buy)	\$0.79	02/24/2011		A		585,000 <sup>(1)</sup>		(2)	02/25/202	0 Com Sto		85,000	\$0	585,000	D	

## **Explanation of Responses:**

- 1. On February 25, 2010, the reporting person was granted an option to purchase shares of common stock, 585,000 of which option shares became eligible for vesting on February 24, 2011 upon on Active Power's satisfaction of certain performance criteria for the fiscal year ending December 31, 2010.
- 2. With continued service, the number of option shares eligible for vesting shall vest as follows: (i) 50% on the first anniversary of the date of grant, (ii) 25% on the second anniversary of the date of grant, and (iii) 25% on the third anniversary of the date of grant.

## Remarks:

<u>/s/John K. Penver</u> <u>02/28/2011</u>

\*\* Signature of Reporting Person

Date

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

- $^{\star}$  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.

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