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GREENMAN TECHNOLOGIES INC

Form 5

October 03, 2006

OMB APPROVAL FORM 5 **OMB**

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

January 31, Expires: 2005

Number:

3235-0362

no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box if

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 1.0

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported

Transactions Reported

(Last)

30(h) of the Investment Company Act of 1940 Form 4

1. Name and Address of Reporting Person * DeBenedictis Nicholas J

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

GREENMAN TECHNOLOGIES INC [GMTI]

(Check all applicable)

3. Statement for Issuer's Fiscal Year Ended

(Month/Day/Year) 09/30/2006

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

C/O GREENMAN TECHNOLOGIES, INC., Â 7 KIMBALL LANE

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

LYNNFIELD, MAÂ 01940

X Form Filed by One Reporting Person Form Filed by More than One Reporting

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction (A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned at end (D) or Ownership Indirect (I) (Instr. 4) of Issuer's Fiscal Year (Instr. 4) (A) (Instr. 3 and or 4) (D) Price Amount Common Â 09/29/2006 D 09/29/2006 Α 15,150 633,368 Stock

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

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SEC 2270 (9-02)

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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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Reporting Owners

Reporting Owner Name / Address	Relationships			
. 9	Director	10% Owner	Officer	Other
DeBenedictis Nicholas J C/O GREENMAN TECHNOLOGIES, INC. 7 KIMBALL LANE LYNNFIELD, MA 01940	ÂΧ	Â	Â	Â

Signatures

/s/ Charles E. Coppa, attorney in fact 10/02/2006

**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).

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.

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