JENSEN LYLE Form 5 October 15, 2012

OMB APPROVAL FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES 1.0 response... may continue. See Instruction 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 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer JENSEN LYLE Symbol AMERICAN POWER GROUP Corp (Check all applicable) [APGI] (Middle) (Last) (First) 3. Statement for Issuer's Fiscal Year Ended _X_ Director 10% Owner _X__ Officer (give title Other (specify (Month/Day/Year) below) below) 09/30/2012 President and CEO C/O AMERICAN POWER GROUP CORPORATION, Â 7 KIMBALL LANE, BLDG A (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) LYNNFIELD, MAÂ 01940 _X_ Form Filed by One Reporting Person _ Form Filed by More than One Reporting (State) (City) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Acquired (A) or Securities Form: Direct Indirect (Instr. 3) Disposed of (D) Beneficially Beneficial Code (D) or (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4) (A) Fiscal Year or (Instr. 3 and 4) Amount (D) Price Common Â Â Â Â Â Â Â 735,022 D Stock Persons who respond to the collection of information Reminder: Report on a separate line for each class of **SEC 2270** securities beneficially owned directly or indirectly. contained in this form are not required to respond unless (9-02)the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Purchase Option	\$ 1.8	08/23/2012	08/23/2012	J4 <u>(1)</u>	Â	2,500	(2)	(2)	Common Stock	2,500

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

JENSEN LYLE

C/O AMERICAN POWER GROUP CORPORATION 7 KIMBALL LANE, BLDG A LYNNFIELD, MAÂ 01940

 \hat{A} X \hat{A} \hat{A} President and CEO \hat{A}

Signatures

/s/ Charles E Coppa, attorney in fact 10/15/2012

**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) Stock options expired unexercised.
- (2) Options had a 10 year term from date of grant and vested equally over a 5 year term from date of grant.

Options to purchase 396,000 shares of common stock are exerciable at prices ranging from \$.23 to \$1.95 per share, vested immediately upon date of grant and have a term of 10 years from date of grant. Options to purchase 700,000 shares of common stock are exercisable at prices ranging from \$.28 to \$.35, vest equally over a term of 5 years from date of grant and have a term of 10 years from date of grant.

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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