

POWER SOLUTIONS INTERNATIONAL, INC.

Form 4

August 19, 2013

FORM 4

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

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Cohen Eric A.

2. Issuer Name and Ticker or Trading Symbol
POWER SOLUTIONS INTERNATIONAL, INC. [PSIX]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
C/O 201 MITTEL DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/15/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Operating Officer

WOOD DALE, IL 60191
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock	08/15/2013		M		181,291	\$ 22.07	D
Common Stock	08/15/2013		D ⁽¹⁾		84,787	\$ 47.19	D
Common Stock	08/15/2013		F ⁽¹⁾		42,314	\$ 48.75	D

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

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SEC 1474 (9-02)

number.

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 Security (Instr. 3 and 4)	Amount of Underlying Shares
Stock Appreciation Right	\$ 22.07	08/15/2013		M	181,291	<u>(2)</u> 06/06/2022	Common Stock	181,291

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cohen Eric A. C/O 201 MITTEL DRIVE WOOD DALE, IL 60191			Chief Operating Officer	

Signatures

/s/ Catherine V. Andrews, attorney-in-fact for Eric Cohen 08/19/2013

__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) Represent deemed dispositions of shares of common stock to the Issuer in connection with the exercise of the stock appreciation right (the "SAR"), including as a result of withholding of shares of common stock to satisfy tax withholding obligations.

The Issuer granted the SAR on June 6, 2012 (the "Grant Date"), subject to stockholder approval of the Issuer's 2012 Incentive Compensation Plan (the "2012 Plan") under which the SAR was granted. The Issuer's stockholders approved the 2012 Plan on August 29, 2012. The SAR vests and becomes exercisable in three equal installments on each of the first, second and third anniversaries of the Grant

(2) Date. However, the SAR provided that it was not to become exercisable until the date that is the later of (a) the date the Issuer's stockholders approve the 2012 Plan and (b) the last of any seven Valuation Dates (as defined in the award agreement) within any period of ten or fewer Valuation Dates that commence after the Grant Date and prior to June 6, 2022, on each of which the market value per share of common stock (determined as provided in the award agreement) is at least \$22.07. Such market condition has been satisfied.

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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