Taylor George W Form 4 July 17, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Taylor George W Issuer Symbol Ocean Power Technologies, Inc. (Check all applicable) [OPTT] (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) C/O OCEAN POWER 07/16/2012 Executive Vice-Chairman TECHNOLOGIES, INC., 1590 REED ROAD (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting PENNINGTON, NJ 08534 (City) (State) (Zip)

(City)	(State) (2	Table	I - Non-De	erivative S	Securi	ties Acq	quired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio		Securities Acquired or Disposed of		5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)		any (Month/Doy/Voor)	Code	(D)	1 and	5)	Beneficially Owned	(D) or	Beneficial
		(Month/Day/Year) (Instr. 8) (Instr. 3, 4		(A)	3)	Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
			Code V	Amount	(D)	Price	(Ilisti. 3 and 4)		
Common Stock	07/16/2012		D	855 <u>(1)</u>	D	\$0	461,415	D	
Common Stock	07/16/2012		F	217 (2)	D	\$ 2.65	461,198	D	
Common Stock							543	I	See footnote (3)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Da	ate Amou		nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative Securities				Securit	ties	(Instr. 5)	Bene
	Derivative							(Instr. :	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
							Expiration Date	Or T:41- N			
									Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)			i	Shares		

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other

Taylor George W C/O OCEAN POWER TECHNOLOGIES, INC. 1590 REED ROAD PENNINGTON, NJ 08534

X Executive Vice-Chairman

Signatures

/s/ George W. Taylor by Brian M. Posner as attorney-in-fact

07/17/2012

**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).
- Represents portion of previously granted options to purchase common stock which will not vest. Vesting is based on performance during **(1)** the fiscal year ended April 30, 2012.
- (2) Represents shares delivered back to the Company for payment of tax liability related to shares that vested.
- Shares held by Princeton Research Associates, Inc. Dr. Taylor is President and a director of Princeton Research Associates. Dr. Taylor (3) disclaims beneficial ownership of the shares held by Princeton Research Associates, Inc. except to the extent of his pecuniary interest

Note: File three copies of this Form, one of which must be manually signed. If space 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.

Reporting Owners 2