Garland Michael M.
Form 4
March 19, 2018

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Garland Michael M.

(Last) (First) (Middle)

PIER 1, BAY 3

(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Pattern Energy Group Inc. [PEGI]

3. Date of Earliest Transaction (Month/Day/Year)
03/15/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Director, President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	03/15/2018		D		11,319 (1)	D	$ 0	238,464	D	
Class A Common Stock	03/15/2018		F		7,829 (2)	D	$ 18.55	230,635	D	
Class A Common Stock	03/15/2018		A		45,989 (3)	A	$ 0	276,624	D	
Class A Common	03/15/2018		A		30,081 (4)	A	$ 0	306,705	D	

Stock				
Class A Common Stock		100,000	I	See footnote (5)

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

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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 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)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Garland Michael M. PIER 1, BAY 3 SAN FRANCISCO, CA 94111	X		Director, President and CEO	

Signatures

/s/ Dyann S. Blaine, attorney-in-fact	03/19/2018
**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) Represents shares forfeited from performance based shares granted on April 10, 2015 (the "2015 TSR Award") that were eligible to vest based on certain financial performance objectives. Upon grant, the maximum vesting amount was reported in Table 1 of Form 4 filed April 14, 2015. On March 15, 2018, the Company determined that based on the Company's performance over the applicable performance

period, 22,638 shares would vest and 11,319 shares would be forfeited.

(2) Represents shares withheld for satisfaction of tax withholding obligation arising as a result of the vesting of the 2015 TSR Award. See footnote 1.

(3) Represents the maximum number of shares granted pursuant to a performance share award which may become earned and vested based on relative total shareholder return over the three-year period ending December 31, 2020. The actual amount eligible for vesting will be between 0 and 100% of this number, depending on actual performance.

(4) Represents a time-vested restricted share award vests in 3 equal annual installments starting in December 2018.

(5) By the Garland/Coe Revocable Trust dated May 29, 2008, of which the reporting person is a trustee and beneficiary.

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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