

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**

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

<b>1. Name and Address of Reporting Person *</b> Rubin Jason Peter <hr/> (Last) (First) (Middle) C/O ACTIVE POWER, INC., 2128 W. BRAKER LANE, BK12 <hr/> (Street) AUSTIN TX 78758 <hr/> (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> ACTIVE POWER INC [ACPW]	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) VP of Manufacturing
	<b>3. Date of Earliest Transaction</b> (Month/Day/Year) 02/19/2013	
	<b>4. If Amendment, Date of Original Filed</b> (Month/Day/Year)	

**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			
Common Stock	02/19/2013		M		750	A	(1)	4,040	D	
Common Stock	02/19/2013		F		244	D	\$ 4.84	3,796	D	

**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. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(2)	02/19/2013		M			750	(3)	(3)	Common Stock	750	\$ 0	9,000	D	

**Explanation of Responses:**

- Shares issued upon the vesting of restricted stock units.
- Each restricted stock unit represents a contingent right to receive one share of common stock.
- With continued service, the restricted stock units, representing a right to receive a total of 12,000 shares, vest in a series of sixteen equal quarterly installments upon the completion of each quarter beginning on 5/17/2012. Vested shares are delivered to the reporting person as soon as practicable after vesting, but in each case within the period ending no later than the later of the 15th day of the 3rd month following the end of the (i) fiscal year or (ii) calendar year, which in either case includes the vesting date.

Jason P. Rubin                      02/19/2013

\*\* Signature of Reporting        Date  
Person

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

\* 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 is insufficient, see Instruction 6 for procedure.

**Persons who 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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**CONFIRMING STATEMENT**

This Statement confirms that the undersigned, officer or director of Active Power, Inc., who is subject to the reporting requirements of Section 16(a) of the Securities Exchange Act of 1934, has authorized and designated J. Douglas Milner, Steven Fife, Shelly Kilpatrick and Beth Sarno (the "Authorized Signatories") to execute and file on the undersigned's behalf a Form ID and all Forms 3, 4, and 5 (including any amendments thereto) that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of Active Power, Inc. The authority of the Authorized Signatories under this Statement shall continue until the undersigned is no longer required to file Forms 3, 4, and 5 with regard to the undersigned's ownership of or transactions in securities of Active Power, Inc., unless earlier revoked in writing, and, with respect to an Authorized Signatory, until such time as any Authorized Signatory ceases to be an employee of Active Power, Inc. The undersigned acknowledges that the Authorized Signatories are not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 or any other aspect of the federal securities laws, and that the undersigned is responsible for timely and accurately providing information to the Authorized Signatories with respect to any reportable transaction, as well as compliance with the Company's insider trading and internal pre-clearance policies with respect to transactions involving its securities.

Date: 12-18-2012

Signed: /s/ Jason Peter Rubin  
Jason Peter Rubin

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**NOTARIZED AUTHENTICATION**

\_\_\_\_ **State of Texas** \_\_\_\_ )

\_\_\_\_ **County of Travis** \_\_\_\_ )

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On this 18th day of December, 2012, before me Diane Reyttag Lung, Notary Public, personally appeared Jason Rubin, known personally to me (or proved on the basis of satisfactory evidence) to be the undersigned and he executed foregoing Confirming Statement.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

/s/ Diane Reyttag Lung

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NOTARY PUBLIC

My commission expires on 6-21-2014

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