

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> Brown Lisa M <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 Marketing & Sales Ops
	<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		563	A	(1)	5,088	D	
Common Stock	02/19/2013		F		184	D	\$ 4.84	4,904	D	



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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: 2/13/2013

Signed: /s/ Lisa M. Brown  
Lisa M. Brown

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**NOTARIZED AUTHENTICATION**

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

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

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On this 13th day of February, 2013, before me Diane Reyttag Lung, Notary Public, personally appeared Lisa M. Brown, 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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