### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

OMB APPROVAL					
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		Reporting Person <sup>*</sup>	2. Issuer Name <b>and</b> Ticker or Trading Symbol ACTIVE POWER INC [ACPW]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) C/O 2128 V (Street)	(First) / BRAKER LAI	(Middle) NE	3. Date of Earliest Transaction (Month/Day/Year) 02/22/2013	Director 10% Owner  X Officer (give title below) (specify below)  Vice President of Engineering
AUSTIN (City)	(State)	78758 ——————————————————————————————————	4. If Amendment, Date of Original Filed (Month/Day/Year)	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)	Execution Date,	Transaction Code		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership
			Code	V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	or Indirect (I) (Instr. 4)	(Instr. 4)

	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. Transac Code (Instr. 8		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		and Expiration		tion Amount of Underlying		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				
Employee Stock Option (Right to Buy)	\$ 4.8	02/22/2013		А		75,000		(1)	02/22/2023	Common Stock	75,000	\$ 0	75,000	D	

#### **Explanation of Responses:**

1. With continued service, 25% of the option shares shall vest and become exercisable on 02/22/2014, and the balance shall vest and become exercisable in a series of twelve equal quarterly installments upon completion of each additional quarter of service through 02/22/2017.

<u>Jeremiah Noel Foley</u> 02/26/2013

\*\* Signature of Reporting Person

Date

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.

## 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:	Jan. 8, 2013	Signed:	/s/ J. Noel Foley
•	_		J. Noel Foley