

Ocean Power Technologies, Inc.
 Form 3
 June 27, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

| | | | | |
|---|--|--|---|--|
| 1. Name and Address of Reporting Person * Heinz David R (Last) (First) (Middle) | 2. Date of Event Requiring Statement (Month/Day/Year) 06/18/2014 | 3. Issuer Name and Ticker or Trading Symbol Ocean Power Technologies, Inc. [OPTT] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Operating Officer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|---|--|--|---|--|

C/O OCEAN POWER TECHNOLOGIES, INC., 1590 REED ROAD
 (Street)

PENNINGTON, NJ 08534
 (City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 35,000 ⁽¹⁾ | D | ^ |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|-------------------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|--|
| Employee Stock Option(Right To Buy) | 01/20/2024 | 01/20/2024 | Common Stock | 60,000 | \$ 2.49 | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Heinz David R C/O OCEAN POWER TECHNOLOGIES, INC. 1590 REED ROAD PENNINGTON, NJ 08534 | | | Chief Operating Officer | |

Signatures

/s/ David R. Heinz by Mark A. Featherstone as attorney-in-fact

06/27/2014

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

The Restricted stock grant vests as follows: 15,000 shares upon grant and the remaining 20,000 shares vest in equal installments on June 19, 2014, 2015, 2016, based on attainment of performance goals. Of the tranche that vested on June 19, 2014, 3,700 shares vested and 2,967 shares were forfeited based on the partial attainment of performance goals.

The option grant vests as follows: 15,000 options upon grant and the remaining 45,000 options vest in equal installments on June 19, 2014, 2015, 2016, based on attainment of performance goals. Of the tranche that vested on June 19, 2014, 8,325 options vested and 6,675 options were forfeited based on the partial attainment of performance goals.

Remarks:

Exhibit 24 - Power of Attorney

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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