

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Armistead Hunter H.</u>  (Last) (First) (Middle) <u>PIER 1, BAY 3</u>  (Street) <u>SAN FRANCISCO CA 94111</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Pattern Energy Group Inc. [ PEGI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Exec. VP, Business Development</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/15/2018</u>	
4. If Amendment, Date of Original Filed (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			
Class A Common Stock	03/15/2018		D		5,791 <sup>(1)</sup>	D	\$0	122,329	D	
Class A Common Stock	03/15/2018		F		4,005 <sup>(2)</sup>	D	\$18.55	118,324	D	
Class A Common Stock	03/15/2018		A		23,283 <sup>(3)</sup>	A	\$0	141,607	D	
Class A Common Stock	03/15/2018		A		15,229 <sup>(4)</sup>	A	\$0	156,836	D	
Class A Common Stock								45,454	I	See footnote <sup>(5)</sup>

**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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

**Explanation of Responses:**

- 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 I 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, 11,581 shares would vest and 5,791 shares would be forfeited.
- Represents shares withheld for satisfaction of tax withholding obligation arising as a result of the vesting of the 2015 TSR Award. See footnote 1.
- 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.
- Represents a time-vested restricted share award which vests in 3 equal annual installments starting in December 2018.
- By the 2011 Amended and Restated Armistead Family Trust, of which the reporting person is a trustee and beneficiary.

**Remarks:**

/s/ Dyann S. Blaine, attorney-in-fact 03/19/2018

\*\* 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.

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