

GREENMAN TECHNOLOGIES INC
Form 5
October 13, 2005

FORM 5

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

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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN 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

1. Name and Address of Reporting Person *
KAHN ALLEN

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
GREENMAN TECHNOLOGIES INC [GRN]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
09/30/2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)

C/O GREENMAN TECHNOLOGIES, INC., 7 KIMBALL LANE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

LYNNFIELD, MA 01940

(City) (State) (Zip)

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)	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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock				(A) or (D) Price	3,260,937	D	

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

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

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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 Security (Instr. 3 and 4)	Amount of Underlying Shares
					(A)	(D)	Date Exercisable	Expiration Date	Title	
Common Stock Purchase Option	\$ 1.24	03/18/2005	03/18/2005	E	60,000	Â	Â (1)	Â (2)	Common Stock	60,000
Common Stock Purchase Option	\$ 0.51	06/15/2005	06/15/2005	A	2,000	Â	06/15/2005	06/15/2015	common stock	2,000
Common Stock Purchase Options	Â	Â	Â	Â	Â	Â	Â (3)	Â (3)	Common Stock	181,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KAHN ALLEN C/O GREENMAN TECHNOLOGIES, INC. 7 KIMBALL LANE LYNNFIELD, MA 01940	Â X	Â X	Â	Â

Signatures

/s/ Charles E. Coppa, attorney
in fact 10/13/2005

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) The stock options had a 10 year term and vested equally over a 5 year term from date of grant.

(2) Stock option plan was terminated March 18, 2005

(3) 165,033 options have a 5 year term from date of grant and are immediately exercisable. 14,000 options have 10 year term and are immediately exercisable with the balance exercisable at \$1.80 with a 10 year term and 5 year vesting period.

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