

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 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person* <u>Cohen Eric A.</u>  (Last) (First) (Middle) <u>C/O 201 MITTEL DRIVE</u>  (Street) <u>WOOD DALE IL 60191</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>POWER SOLUTIONS INTERNATIONAL, INC. [ PSIX ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>06/11/2014</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	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>Chief Operating Officer</u>  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	06/11/2014		M		60,000	A	\$22.07	60,000	D	
Common Stock	06/11/2014		D <sup>(1)</sup>		17,156	D	\$77.09	42,844	D	
Common Stock	06/12/2014		S		21,094	D	\$75.82 <sup>(3)</sup>	21,750	D	

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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Appreciation Right	\$22.07	06/11/2014		M			60,000	<sup>(2)</sup>	06/06/2022	Common Stock	60,000	\$0.00	242,581	D

Explanation of Responses:

1. Represents deemed disposition of shares of common stock to the Issuer in connection with the exercise of the stock appreciation right (the "SAR").
2. The Issuer granted the SAR on June 6, 2012 (the "Grant Date"), subject to stockholder approval of the Issuer's 2012 Incentive Compensation Plan (the "2012 Plan") under which the SAR was granted. The Issuer's stockholders approved the 2012 Plan on August 29, 2012. The SAR vests and becomes exercisable in three equal installments on each of the first, second and third anniversaries of the Grant Date. However, the SAR provided that it was not to become exercisable until the date that is the later of (a) the date the Issuer's stockholders approve the 2012 Plan and (b) the last of any seven Valuation Dates (as defined in the award agreement) within any period of ten or fewer Valuation Dates that commence after the Grant Date and prior to June 6, 2022, on each of which the market value per share of common stock (determined as provided in the award agreement) is at least \$22.07. Such market condition has been satisfied.
3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$74.73 to \$77.17, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (3) and (4) to this Form 4.

Remarks:

/s/ Catherine V. Andrews,  
attorney-in-fact for Eric Cohen 06/13/2014

\*\* 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.