

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

3Power Energy Group Inc.

Form: 4

Date Filed: 2009-08-10

Corporate Issuer CIK: 1221554

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

OMB APPROVAL								
OMB Number:	3235-0287							
Estimated average burder	n hours							
per response	0.5							

longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Re	esponses)																	
Name and Ad Fou Augustir			2. Issuer N Prime Sur				_	Symbol		Relationship of Reporting Person(s) to Issuer								
C/O PRIME STREET, 21	SUN POWE	(First) R INC., 10	0 WA	1.1	3. Date of E		Transa	action (Mo	nth/[Day/Year)		Officer (give titl	le below)		(specify below)			
NEW YORK	2	1. If Amendr	ment,	Date O	riginal File	ediMoi	nth/Day/Year		Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person Form filed by More than One Reporting Person									
(City)		(State)		(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned													
1.Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Ye				Execution Date, if			3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Sec Following Report (Instr. 3 and 4)	•	6. Ownership Form: Direct (D)	7. Nature of Indirec Beneficia Ownershi			
								Code		Amount (A) or (D) Price		,		or Indirect (I) (Instr. 4)	(Instr. 4)			
Reminder: Repo	ort on a separal	te line for eac	h class	of securities ber	eficially ow	ned di	rectly o	P	erso		quired to		collection of infor				1474 (9-02	
				Table II	- Derivativ					•			y Owned					
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	4. Transaction 5. De Code De (Instr. 8) Se Ac Dis		5. Num Derivat Securiti Acquire Dispose			and Expiration Date (Month/Day/Year) (Ir			le and Amount of erlying Securities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	Securities Beneficially Owned Following	10. Ownership Form of Derivative Security: Direct (D)	11. Natur of Indirec Beneficia Ownershi (Instr. 4)	
					Code	V	(A)	(D)		ate cercisable	Expiration Date	ⁿ Title	Amount or Number of Shares		Reported Transaction(s) (Instr. 4)	or Indirect (I) (Instr. 4)		
Reportin	g Owne	rs																
Poporting	Owner Name /	Addross		Relationsh	nips													
Reporting Owner Name / Address Director 10% Owner				tor 10% Owner	Officer O	ther												
Fou Augustir C/O PRIME 100 WALL S NEW YORK	SUN POWE STREET, 219		×															
Signatur	es																	
/s/ Augustine		08/10/2 Date	2009															
Explanat	tion of R	espons	es:															
* If the form is f	filed by more the	an one report	ing per	son,see Instruction	on 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).

Remarks:

Augustine Fou has resigned as a director of Prime Sun Power Inc. effective August 4, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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(Print or Type Res	sponses)																
1. Name and Add		2. Issuer Name and Ticker or Trading Symbol								5. Relationship of Reporting Person(s) to Issuer							
Fou Augustine	F	Prime Sun Power Inc [PSPW]								(Check all applicable) X Director 10% Owner							
C/O PRIME S STREET, 21S		Date of Earliest Transaction (Month/Day/Year) 08/04/2009								Officer (give titl	e below)		(specify below)				
(Street) NEW YORK, NY 10005					4. If Amend	ment, [Oate Oriç	jinal Filed	dMonth/Da	ay/Year)		Individual or Joint/Group Filing(Check Applicable Line) X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)		State)	(.	Zip)			Ta	ble I - No	on-Deriv	ative \$	Securitie	s Acc	uired, Disposed o	of, or Bene	ficially Owned		
1. Title of Security (Instr. 3)		Da	Transaction te onth/Day/Yea	Execution Date, if		(Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			red	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)			Ownership of Form: EDirect (D)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
									. /		(3)					(
				Table II	- Derivativ			fo OI cquired,	rm are i MB con , Dispos	not req trol nu sed of,	uired to mber. or Bene	respo	collection of inform and unless the for y Owned				1474 (9-02)
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	e (Month/Day/Year	Exe (ear) any	Deemed cution Date, i	(Instr. 8) De (Instr. 8) Se Acc		Derivativ Securitie Acquired Disposed	erivative		and Expiration Date		Unde	le and Amount of rrlying Securities . 3 and 4)	Securities Derivative		Security: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	ode V		(D)	Date Exerci	ate Expiration xercisable Date		Title	Amount or Number of Shares		Reported Transaction(s) (Instr. 4)	or Indirect (I) (Instr. 4)	
Reporting	g Owner	'S															
Denouting O	nips																
Reporting Owner Name / Address Director 10% Owner					Officer C	Other											
Fou Augustine C/O PRIME SUN POWER INC. 100 WALL STREET, 21ST FLOOR NEW YORK, NY 10005																	
Signature	s																
/s/ Augustine		08/10/2 Date	009														

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).

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