

POWER EFFICIENCY CORP
 Form 3
 July 15, 2009

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 *

AP Finance LLC
 (Last) (First) (Middle)

152 WEST 57TH STREET, 54TH FLOOR

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
 06/11/2009

3. Issuer Name and Ticker or Trading Symbol
 POWER EFFICIENCY CORP [PEFF.OB]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director 10% Owner
 ____ Officer ____ Other
 (give title below) (specify below)

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

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, par value \$0.001 | 3,249,049 | D | ^ |

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

SEC 1473 (7-02)

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 control number.

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 Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|--------------------------|------------------|-----------------|--------------|----------------------------|---------|----------------------------|---|
| Series B Preferred Stock | 10/29/2007 | 10/29/2012 | Common Stock | 400,000 | \$ 100 | D | Â |
| Warrant | 10/29/2007 | 10/29/2012 | Common Stock | 200,000 | \$ 0.6 | D | Â |
| Warrant | 11/30/2006 | 11/29/2011 | Common Stock | 177,088 | \$ 0.4 | D | Â |
| Warrant | 04/28/2005 | 10/27/2009 | Common Stock | 75,000 | \$ 0.45 | D | Â |
| Warrant | 10/27/2004 | 10/27/2009 | Common Stock | 363,239 | \$ 0.5 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| AP Finance LLC 152 WEST 57TH STREET 54TH FLOOR NEW YORK, NY 10019 | Â | Â X | Â | Â |

Signatures

/s/ OLIVER JIMENEZ, Chief Compliance Officer

07/01/2009

**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).

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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