

# FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
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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).

## 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 Responses)

1. Name and Address of Reporting Person <b>Burns Stephen S.</b>		2. Issuer Name and Ticker or Trading Symbol <b>AMP Holding Inc. [AMPD]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>PRESIDENT</b>	
(Last) (First) (Middle) <b>C/O AMP HOLDING INC., 100 COMMERCE DRIVE</b>		3. Date of Earliest Transaction (Month/Day/Year) <b>05/23/2014</b>			
(Street) <b>LOVELAND, OH 45140</b>		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>			

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, \$0.001 PAR VALUE	05/28/2014		P		500,000	A	\$ 0.1	8,173,367	I (2)	N/A
COMMON STOCK, \$0.001 PAR VALUE	05/23/2014		P		1,087,000	A	\$ 0.1	7,673,367	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)**

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 Securities (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 of Derivative Security: 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				
COMMON STOCK PURCHASE WARRANT	\$ 0.15	05/23/2014		P		543,500		05/23/2014	05/23/2017	COMMON STOCK	543,500 (1)	\$ 0.15	543,500 (1)	D	
STOCK OPTIONS	\$ 0.29	03/15/2013		P		400,000		03/15/2013	05/25/2018	COMMON STOCK	400,000	\$ 0.29	400,000	D	
COMMON STOCK PURCHASE WARRANT	\$ 0.25	11/29/2012		P		100,000		05/02/2012	05/02/2015	COMMON STOCK	100,000	\$ 0.25	100,000	D	
COMMON STOCK PURCHASE WARRANT	\$ 0.25	06/30/2012		P		389,250		06/30/2012	06/30/2015	COMMON STOCK	389,250	\$ 0.25	389,250	D	
STOCK OPTIONS	\$ 0.6							05/25/2011	05/25/2016	COMMON STOCK	500,000		500,000	D	
COMMON STOCK PURCHASE WARRANT	\$ 2							05/25/2011	05/25/2016	COMMON STOCK	500,000		500,000	D	
COMMON STOCK PURCHASE WARRANT	\$ 2							12/08/2010	12/08/2015	COMMON STOCK	300,000		300,000	D	
STOCK OPTIONS	\$ 0.11	12/04/2010		P		300,000		12/04/2010	12/04/2015	COMMON STOCK	300,000	\$ 0.11	300,000	D	
STOCK OPTIONS	\$ 0.72							12/08/2010	12/08/2020	COMMON STOCK	300,000		300,000	D	
STOCK OPTIONS	\$ 0.4	05/12/2010		P		600,000		12/08/2010	05/12/2015	COMMON STOCK	600,000	\$ 0.4	600,000	D	

### Reporting Owners

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Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Burns Stephen S. C/O AMP HOLDING INC. 100 COMMERCE DRIVE LOVELAND, OH 45140	X		PRESIDENT	

## Signatures

/s/ Stephen S. Burns	06/06/2014
<small>Signature of Reporting Person</small>	<small>Date</small>

## 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) On May 23, 2014 Mr. Burns and the Company converted an aggregate of \$108,700 that Mr. Burns deposited and/or loaned to the Company into 1,087,000 shares of the Company's common stock and a common stock purchase warrant to acquire 543,500 shares of common stock at \$0.15 per share.
- (2) Shares of common stock are held by Deborah Sue Burns, the wife of Stephen Burns.

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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