

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

(Print or Type Responses)

1. Name and Address of Reporting Person * Parsi Joseph	2. Date of Event Requiring Statement (Month/Day/Year) 12/08/2010	3. Issuer Name and Ticker or Trading Symbol AMP Holding Inc. [AMPD]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)
(Last) (First) (Middle) C/O AMP HOLDING INC., 4540 ALPINE AVENUE (Street) BLUE ASH, OH 45242		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)	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)
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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) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Options	12/08/2010 ⁽¹⁾	12/08/2015 ⁽¹⁾	Common Stock, Par Value \$0.001	500,000	\$ 0.72	D	
Common Stock Purchase Warrant	12/08/2010	12/08/2015	Common Stock, Par Value \$0.001	500,000	\$ 2	D	
Stock Options	05/25/2011 ⁽²⁾	05/25/2016 ⁽²⁾	Common Stock, Par Value \$0.001	500,000	\$ 0.6	D	
Common Stock Purchase Warrant	05/25/2011	05/25/2016	Common Stock, Par Value \$0.001	500,000	\$ 2	D	
			Common				

Stock Options	05/25/2011 ⁽³⁾	05/25/2016 ⁽³⁾	Stock, Par Value \$0.001	1,000,000	\$ 0.6	D	
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Parsi Joseph C/O AMP HOLDING INC. 4540 ALPINE AVENUE BLUE ASH, OH 45242	X			

Signatures

/s/ Joseph S. Parsi		05/31/2011
<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 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).

- (1) The 500,000 in stock options granted on December 28, 2010 vest at the rate of 125,000 immediately and 75,000 every six months thereafter.
- (2) The 500,000 in stock options granted on May 25, 2011 vest at the rate of 125,000 shares every six months commencing on the six month anniversary of the date of the Option.
- (3) The 1,000,000 in stock options granted on May 25, 2011 vest at the rate of 250,000 shares every six months commencing on the six month anniversary of the date of the Option.

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.