

Item 2.01 Completion of Acquisition or Disposition of Assets.

On April 30, 2009, we completed the previously announced acquisition of Heard County Power, L.L.C., which owns a generating facility consisting of three combustion turbines with an aggregate capacity of approximately 500 megawatts, from a subsidiary of Dynegy Inc. for \$105 million. In conjunction with this acquisition, we will assume responsibility for an existing power purchase and sale agreement with seven of our 38 members to provide 500 megawatts of capacity through December 31, 2015. After 2015, the output of the Heard County Power generating facility will be available to all of our subscribing members.

Item 9.01 Financial Statements and Exhibits

(a) Financial Statements of Businesses Acquired.

Not applicable.

(b) Pro Forma Financial Information.

Not applicable.

(c) Shell Company Transactions.

Not Applicable.

(d) Exhibits.

None.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**OGLETHORPE POWER CORPORATION
(AN ELECTRIC MEMBERSHIP CORPORATION)**

Date: April 30, 2009

By: /s/ Thomas A. Smith

Thomas A. Smith
President and Chief Executive Officer