

Hannon Armstrong Sustainable Infrastructure Capital, Inc.
 Form 4
 March 31, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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, 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 *
Herron J Brendan

2. Issuer Name and Ticker or Trading Symbol
Hannon Armstrong Sustainable Infrastructure Capital, Inc. [HASI]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
**1906 TOWNE CENTRE BLVD.
 SUITE 370**
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/29/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & CFO

ANNAPOLIS, MD 21401

(City) (State) (Zip)

4. 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 Acquired, Disposed of, or Beneficially Owned

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common stock, par value \$0.01 per share	03/29/2016		A	18,777	A	\$ 0 <u>(1)</u>	188,350 D
Common stock, par value \$0.01 per share	03/29/2016		A	18,495	A	\$ 0 <u>(3)</u>	206,845 <u>(2)</u> D
Common stock, par value \$0.01	03/29/2016		A	37,549	A	\$ 0 <u>(4)</u>	244,394 <u>(2)</u> D

per share

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

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SEC 1474
(9-02)

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 (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Herron J Brendan
1906 TOWNE CENTRE BLVD. SUITE 370
ANNAPOLIS, MD 21401

EVP & CFO

Signatures

/s/ Brendan J. Herron 03/31/2016

**Signature of Reporting Person Date

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 March 29, 2016, the reporting person was granted 18,777 shares of restricted Common Stock that were issued pursuant to the 2013 Hannon Armstrong Sustainable Infrastructure Capital Inc. Equity Incentive Plan (the "Plan"). The shares vest on March 5, 2018.
Excludes 135,938 limited partnership units in Hannon Armstrong Sustainable Infrastructure, L.P., the issuer's operating partnership subsidiary, held by the reporting person, which are redeemable for cash or at the option of the issuer for shares of Common Stock of the issuer on a one-for-one basis.
- (2)

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- (3) On March 29, 2016, the reporting person was granted 18,495 shares of restricted Common Stock that were issued pursuant to the Plan. The shares will vest on March 5, 2019.

On March 29, 2016, the reporting person was granted 37,549 shares of restricted Common Stock that were issued pursuant to the Plan.

- (4) The shares will vest upon the latest of (i) March 5, 2019, (ii) the achievement of certain dividend growth targets and (iii) the achievement of certain earnings targets. The grant is being reported here for informational purposes only.

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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