

Derrington Keith A
Form 4
March 06, 2012

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Derrington Keith A

(Last) (First) (Middle)

C/O AMERESCO, INC., 111
SPEEN STREET, SUITE 410

(Street)

FRAMINGHAM, MA 01701

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Ameresco, Inc. [AMRC]

3. Date of Earliest Transaction
(Month/Day/Year)
03/05/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	03/05/2012		M	2,726	A \$ 2.75	2,726	D
Class A Common Stock	03/05/2012		S ⁽¹⁾	2,726	D \$ (2) 13.262	0	D
Class A Common Stock	03/05/2012		M	15,000	A \$ 3.41	15,000	D
Class A Common	03/05/2012		S ⁽¹⁾	15,000	D \$ 13.268	0	D

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Stock					(3)		
Class A							
Common	03/05/2012		M	7,274	A	\$ 2.75	7,274 D
Stock							
Class A						\$	
Common	03/05/2012		S(1)	7,274	D	13.265 0	D
Stock						(4)	

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

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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (right to purchase)	\$ 2.75	03/05/2012		M	2,726	(5) 06/25/2014	Class A Common Stock 2,726
Stock Option (right to purchase)	\$ 3.41	03/05/2012		M	15,000	(6) 01/24/2017	Class A Common Stock 15,000
Stock Option (right to purchase)	\$ 2.75	03/05/2012		M	7,274	(5) 06/25/2014	Class A Common Stock 7,274

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Derrington Keith A	Executive

C/O AMERESCO, INC.
111 SPEEN STREET , SUITE 410
FRAMINGHAM, MA 01701

Vice
President

Signatures

David J. Corrsin,
Attorney-in-fact

03/06/2012

__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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 8, 2011.

- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.12 to \$13.38, inclusive. The reporting person undertakes to provide to Ameresco, Inc., any security holder of Ameresco, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2), (3) and (4) to this Form 4.

- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.107 to \$13.39, inclusive.

- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.10 to \$13.39, inclusive.

- (5) Of the shares subject to the option, 20% vested on June 25, 2005, and the remainder vested in 16 equal quarterly installments thereafter.

- (6) Of the shares subject to the option, 20% vested on January 24, 2008 and the remainder vested in 16 equal quarterly installments thereafter.

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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