

Hannon Armstrong Sustainable Infrastructure Capital, Inc.

Form 4

August 11, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2015

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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, 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 *
Chuslo Steven

(Last) (First) (Middle)

1906 TOWNE CENTRE BLVD.
SUITE 370

(Street)

ANNAPOLIS, MD 21401

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Hannon Armstrong Sustainable Infrastructure Capital, Inc. [HASI]

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

08/10/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

General Counsel & EVP

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 Indirect Ownership (Instr. 4)
Common stock, par value \$0.01 per share				(A) or (D)			
			Code	V	Amount	(D)	Price

Common stock, par value \$0.01 per share

195,088 ⁽¹⁾ D

Common stock, par value \$0.01 per share

08/10/2015

P

200

A

\$ 18.93

4,700 ⁽²⁾

I

By
Significant
Other

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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

Chuslo Steven
1906 TOWNE CENTRE BLVD. SUITE 370
ANNAPOLIS, MD 21401

General
Counsel &
EVP

Signatures

/s/ Steven
Chuslo 08/11/2015

**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).

- On April 10, 2014, the reporting person was granted 20,147 shares of restricted Common Stock that were issued pursuant to the Hannon
- (1) Armstrong Sustainable Infrastructure Capital Inc. Equity Incentive Plan. The shares vested as to one half on June 1, 2015 and will vest as to one half on June 1, 2016.
 - (2) These shares are held by the reporting person's significant other. The reporting person disclaims ownership other than to the extent of his pecuniary interest.

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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