

DEZWIREK PHILLIP  
Form 5  
May 31, 2011

# FORM 5

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

OMB APPROVAL

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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).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

|   |         |          |  |  |   |  |
|---|---------|----------|--|--|---|--|
| 1. Name and Address of Reporting Person * |         |          | 2. Issuer Name and Ticker or Trading Symbol                  |  | 5. Relationship of Reporting Person(s) to Issuer  |  |
| DEZWIREK PHILLIP                          |         |          | CECO ENVIRONMENTAL CORP<br>[CECE]                            |  | (Check all applicable)  |  |
| (Last)                                    | (First) | (Middle) | 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) |  | <input checked="" type="checkbox"/> Director  | <input checked="" type="checkbox"/> 10% Owner  |
|   |         |          | 12/31/2010   |  | <input checked="" type="checkbox"/> Officer (give title below)  | <input type="checkbox"/> Other (specify below) |
| 2300 YONGE STREET, SUITE 1710             |         |          | 4. If Amendment, Date Original Filed(Month/Day/Year)         |  | Chairman  |  |
| (Street)                                  |         |          |  |  | 6. Individual or Joint/Group Reporting (check applicable line)  |  |
| TORONTO, A6 M4P 1E4                       |         |          |  |  | <input checked="" type="checkbox"/> Form Filed by One Reporting Person<br><input type="checkbox"/> Form Filed by More than One Reporting Person |  |
| (City)                                    | (State) | (Zip)    |  |  |   |  |

**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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Amount or Price \$   |  |   |
| Common Stock                    | 10/09/2009                           | Â  | S4                             | 113 D   | 4.17 (1) 1,754,860   | I  | By Icarus Investment Corp. (19)                       |
| Common Stock                    | 10/12/2009                           | Â  | S4                             | 926 D   | 4.19 (1) 1,753,934   | I  | By Icarus Investment Corp. (19)                       |
| Common Stock                    | 10/14/2009                           | Â  | S4                             | 5,786 D   | 4.2 (1) 1,748,148  | I  | By Icarus Investment                                  |

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|              |            |   |    |        |   |   |           |   |   |
|--------------|------------|---|----|--------|---|---|-----------|---|---|
| Common Stock | 10/15/2009 | Â | S4 | 5,000  | D | \$<br><u>4.19</u><br><sup>(1) (2)</sup> | 1,743,148 | I | Corp. <sup>(19)</sup><br>By Icarus<br>Investment<br>Corp. <sup>(19)</sup> |
| Common Stock | 10/19/2009 | Â | S4 | 2,000  | D | \$<br><u>4.23</u><br><sup>(1)</sup>     | 1,741,148 | I | By Icarus<br>Investment<br>Corp. <sup>(19)</sup>                          |
| Common Stock | 10/20/2009 | Â | S4 | 2,000  | D | \$<br><u>4.23</u><br><sup>(1)</sup>     | 1,739,148 | I | By Icarus<br>Investment<br>Corp. <sup>(19)</sup>                          |
| Common Stock | 10/22/2009 | Â | S4 | 2,000  | D | \$<br><u>4.05</u><br><sup>(1)</sup>     | 1,737,148 | I | By Icarus<br>Investment<br>Corp. <sup>(19)</sup>                          |
| Common Stock | 11/04/2009 | Â | P4 | 25,390 | A | \$ <u>3.3</u><br><sup>(3)</sup>         | 1,762,538 | I | By Icarus<br>Investment<br>Corp. <sup>(19)</sup>                          |
| Common Stock | 11/05/2009 | Â | P4 | 4,800  | A | \$<br><u>3.56</u><br><sup>(4)</sup>     | 1,767,338 | I | By Icarus<br>Investment<br>Corp. <sup>(19)</sup>                          |
| Common Stock | 11/06/2009 | Â | P4 | 8,050  | A | \$<br><u>3.52</u><br><sup>(5)</sup>     | 1,775,388 | I | By Icarus<br>Investment<br>Corp. <sup>(19)</sup>                          |
| Common Stock | 11/09/2009 | Â | P4 | 8,000  | A | \$<br><u>3.76</u><br><sup>(6)</sup>     | 1,783,388 | I | By Icarus<br>Investment<br>Corp. <sup>(19)</sup>                          |
| Common Stock | 11/16/2009 | Â | P4 | 3,000  | A | \$ <u>3.8</u><br><sup>(7)</sup>         | 1,786,388 | I | By Icarus<br>Investment<br>Corp. <sup>(19)</sup>                          |
| Common Stock | 11/19/2009 | Â | P4 | 5,000  | A | \$<br><u>3.77</u><br><sup>(8)</sup>     | 1,791,388 | I | By Icarus<br>Investment<br>Corp. <sup>(19)</sup>                          |
| Common Stock | 11/20/2009 | Â | P4 | 500    | A | \$<br><u>3.88</u><br><sup>(9)</sup>     | 1,791,888 | I | By Icarus<br>Investment<br>Corp. <sup>(19)</sup>                          |
| Common Stock | 11/23/2009 | Â | P4 | 3,500  | A | \$<br><u>3.75</u>                       | 1,795,388 | I | By Icarus<br>Investment<br>Corp. <sup>(19)</sup>                          |
| Common Stock | 11/27/2009 | Â | P4 | 969    | A | \$ <u>4.1</u>                           | 1,796,357 | I | By Icarus<br>Investment<br>Corp. <sup>(19)</sup>                          |
| Common Stock | 11/30/2009 | Â | P4 | 1,500  | A | \$<br><u>4.18</u><br><sup>(10)</sup>    | 1,797,857 | I | By Icarus<br>Investment<br>Corp. <sup>(19)</sup>                          |

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|              |            |   |    |       |   |                 |           |   |                                 |
|--------------|------------|---|----|-------|---|-----------------|-----------|---|---------------------------------|
| Common Stock | 12/03/2009 | Â | P4 | 3,500 | A | \$ 4.1<br>(11)  | 1,801,357 | I | By Icarus Investment Corp. (19) |
| Common Stock | 12/04/2009 | Â | P4 | 2,000 | A | \$ 4.09<br>(12) | 1,803,357 | I | By Icarus Investment Corp. (19) |
| Common Stock | 12/08/2009 | Â | P4 | 1,429 | A | \$ 4.13<br>(13) | 1,804,786 | I | By Icarus Investment Corp. (19) |
| Common Stock | 12/09/2009 | Â | S4 | 2,000 | D | \$ 4.2<br>(1)   | 1,802,786 | I | By Icarus Investment Corp. (19) |
| Common Stock | 12/11/2009 | Â | P4 | 500   | A | \$ 4.14         | 1,803,286 | I | By Icarus Investment Corp. (19) |
| Common Stock | 12/15/2009 | Â | P4 | 1,000 | A | \$ 4<br>(14)    | 1,804,286 | I | By Icarus Investment Corp. (19) |
| Common Stock | 12/16/2009 | Â | P4 | 4,000 | A | \$ 4.13<br>(15) | 1,808,286 | I | By Icarus Investment Corp. (19) |
| Common Stock | 12/17/2009 | Â | P4 | 100   | A | \$ 4.1          | 1,808,386 | I | By Icarus Investment Corp. (19) |
| Common Stock | 12/18/2009 | Â | P4 | 1,600 | A | \$ 4.04<br>(16) | 1,809,986 | I | By Icarus Investment Corp. (19) |
| Common Stock | 12/21/2009 | Â | P4 | 2,000 | A | \$ 4.03<br>(17) | 1,811,986 | I | By Icarus Investment Corp. (19) |
| Common Stock | 12/22/2009 | Â | P4 | 200   | A | \$ 4            | 1,812,186 | I | By Icarus Investment Corp. (19) |
| Common Stock | 12/23/2009 | Â | P4 | 1,050 | A | \$ 3.99<br>(18) | 1,813,236 | I | By Icarus Investment Corp. (19) |
| Common Stock | 12/28/2009 | Â | P4 | 250   | A | \$ 3.95         | 1,813,486 | I | By Icarus Investment Corp. (19) |

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

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SEC 2270  
(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. Price of Underlying Security (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable Expiration Date                         | Title   | Amount or Number of Shares                 |  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |          |       |
|--|---------------|-----------|----------|-------|
|  | Director      | 10% Owner | Officer  | Other |
| DEZWIREK PHILLIP<br>2300 YONGE STREET, SUITE 1710<br>TORONTO, ON M4P 1E4 | X             | X         | Chairman |       |

## Signatures

/s/ Phillip  
DeZwirek

05/31/2011

\*\*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) In connection with this transaction, Icarus Investment Corp. has voluntarily remitted appropriate profits to CECO Environmental Corp., pursuant to Section 16(b) of the Securities Exchange Act of 1934.  
The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$4.18 to \$4.21, inclusive. The reporting person undertakes to provide to CECO Environmental Corp., any security holder of CECO Environmental Corp., or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares purchased or sold, as applicable, at each separate price within the ranges set forth in footnotes 2 through 18 in this Form 5.
  - (2) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$3.15 to \$3.48, inclusive.
  - (3) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$3.45 to \$3.64, inclusive.
  - (4) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$3.43 to \$3.59, inclusive.
  - (5) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$3.73 to \$4.05, inclusive.
  - (6)

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- (7) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$3.71 to \$3.90, inclusive.
- (8) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$3.76 to \$3.77, inclusive.
- (9) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$3.88 to \$3.90, inclusive.
- (10) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$4.10 to \$4.25, inclusive.
- (11) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$4.07 to \$4.20, inclusive.
- (12) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$4.08 to \$4.09, inclusive.
- (13) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$4.05 to \$4.16, inclusive.
- (14) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$3.99 to \$4.00, inclusive.
- (15) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$4.10 to \$4.15, inclusive.
- (16) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$4.01 to \$4.05, inclusive.
- (17) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$3.99 to \$4.11, inclusive.
- (18) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$3.95 to \$4.01, inclusive.
- (19) Filer is President of Icarus Investment Corp. and disclaims beneficial ownership of these securities except to the extent of his pecuniary interest, if any, therein.

Â

**Remarks:**

4Â ofÂ 8.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.