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Iusi Mario Form 4 March 10, 2 FORN	ЛЛ								PROVAL	
	UNITED STAT			ND EX(D.C. 20:		NGE CU	DMMISSION	OMB Number:	3235-0287	
Check the check	a ar			DENIDE			EDSHID OF	Expires:	January 31, 2005	
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Statement of CHANGES IN BENEFICIAL OWNERSHIP OF Statement of Changes In Beneficial Ownership of Section 16. Section 16. See Instruction 16. See Instruction 16. 1(b). Statement of Changes In Beneficial Ownership of Section 16. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 Section 17(a) of the Investment Company Act of 1940								verage		
(Print or Type	Responses)									
1. Name and Iusi Mario	Address of Reporting Person *	2. Issuer Na Symbol Ameresco,			Tradiı	-8	5. Relationship of H ssuer	Reporting Pers	on(s) to	
(Last)	(First) (Middle)	3. Date of Ea	_	_			(Check	all applicable)	
(Month/I			/onth/Day/Year)				Director 10% Owner _X Officer (give title Other (specify below) below) President, Ameresco Canada			
FRAMINO	(Street) SHAM, MA 01701	4. If Amendn Filed(Month/E		-			5. Individual or Join Applicable Line) X_ Form filed by On Form filed by Mo	ne Reporting Per	son	
(City)	(State) (Zip)	Table I -	- Non-D	erivative S	Secur		Person	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	any	emed 3. on Date, if Tra Co					5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. 7. Nature of Ownership Indirect Form: Beneficial Direct (D) Ownership or Indirect (Instr. 4) (I)		
Class A		Co	ode V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	03/09/2011	Ν	1	50,000	А	\$ 0.875	50,000	D		
Class A Common Stock	03/09/2011	Ν	1	48,269	A	\$ 2.75	98,269	D		
Class A Common Stock	03/09/2011	S	5	50,000	D	\$ 14.119 (1)	48,269	D		
Class A Common	03/09/2011	S	5	48,269	D	\$ 14.019	0	D		

Stock

(2)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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((
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to puchase)	\$ 0.875	03/09/2011		М	50,000	(3)	05/01/2012	Class A Common Stock	50,000
Stock Option (right to puchase)	\$ 2.75	03/09/2011		М	48,269	<u>(4)</u>	07/20/2014	Class A Common Stock	48,269

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Iusi Mario C/O AMERESCO, INC. 111 SPEEN STREET, SUITE 410 FRAMINGHAM, MA 01701			President, Ameresco Canada				
Signatures							
/s/ David J. Corrsin, Attornney-in-fact	03/10/201	1					

**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).

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.00 to \$14.26, inclusive. The reporting person undertakes to provide to Ameresco, Inc., any security holder of Ameresco, Inc., or the staff of

- (1) 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 (1) and (2) to this Form 4.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from 14.00 to 14.12, inclusive.
- (3) Of the shares subject to the option, 20% vested on May 1, 2003, and the remainder vested in 16 equal quarterly installments thereafter.
- (4) Of the shares subject to the option, 20% vested on July 20, 2005, 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. 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.