Lucks John
Form 4
September 29, 2011

FORM 4

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).

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 *
Lucks John

(Last) (First) (Middle)

C/O HERITAGE-CRYSTAL CLEAN, INC., 2175 POINT BOULEVARD, SUITE 375

(Street)

ELGIN, IL 60123

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Heritage-Crystal Clean, Inc. [HCCI]

3. Date of Earliest Transaction (Month/Day/Year)
09/27/2011

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)
VP of Sales & Marketing

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/27/2011		M		3,037	A	$ 0	44,924	D	
Common Stock	09/27/2011		D		3,037	D	$ 19	41,887	D	
Common Stock	09/27/2011		M		3,500	A	$ 0	45,387	D	
Common Stock	09/27/2011		D		3,500	D	$ 19.25	41,887	D	
Common Stock	09/27/2011		M		7,500	A	$ 0	49,387	D	

Common Stock	09/27/2011		D	7,500	D	$ 19.5	41,887	D
Common Stock	09/28/2011		M	7,500	A	$ 0	49,387	D
Common Stock	09/28/2011		D	7,500	D	$ 19.75	41,887	D

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

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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
Employee Stock Option (right to buy)	$ 7.33	09/27/2011		M			3,037	(1)	03/25/2019	Common Stock	3,037
Employee Stock Option (right to buy)	$ 7.33	09/27/2011		M			3,500	(1)	03/25/2019	Common Stock	3,500
Employee Stock Option (right to buy)	$ 11.5	09/27/2011		M			7,500	03/17/2008	03/17/2018	Common Stock	7,500
Employee Stock Option (right to	$ 11.5	09/28/2011		M			7,500	03/17/2009	03/17/2018	Common Stock	7,500

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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lucks John C/O HERITAGE-CRYSTAL CLEAN, INC. 2175 POINT BOULEVARD, SUITE 375 ELGIN, IL 60123			VP of Sales & Marketing	

Signatures

/s/ Samuel C. Schlessinger, Attorney-in-Fact	09/29/2011
**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) Options vest 25% per year for four years.

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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