

Hilliard Eric
Form 4
May 01, 2013

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hilliard Eric

(Last) (First) (Middle)

32000 AURORA ROAD

(Street)

SOLON, OH 44139

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

ENERGY FOCUS, INC/DE [EFOI]

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

04/29/2013

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)

President and COO

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 (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Restricted Stock					42,508 ⁽¹⁾	D	
Common Stock					15,705	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

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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 Security (Instr. 3 and 4)	8. Amount of Underlying Security (Instr. 3 and 4)
				Code	V	(A)	(D)	
Stock Option	\$ 0.23	04/29/2013		A	100,000	05/29/2013 ⁽⁶⁾	04/29/2023	Common Stock 10
Stock Option	\$ 7.19					11/13/2010	11/13/2016	Common Stock 75
Stock Option	\$ 6.36					04/26/2011	04/26/2017	Common Stock 50
Stock Option	\$ 1.37					10/23/2012	10/23/2018	Common Stock 25
Stock option	\$ 0.2349					03/31/2014 ⁽³⁾	02/26/2023 ⁽⁵⁾	Common Stock 12
Stock Option	\$ 1.07					01/18/2012 ⁽²⁾	01/18/2021	Common Stock 10

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Hilliard Eric 32000 AURORA ROAD SOLON, OH 44139	President and COO

Signatures

/s/ Eric W.
Hilliard

05/01/2013

__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) See Remarks section
- (2) 25% are exercisable on the date shown, which is the first anniversary following the grant date. The remaining 75% is exercisable in equal monthly installments over the following 36 months.
- (3)

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Options EARNED will vest as follows: 1/3 on March 31, 2014, and the remaining 2/3rd's monthly over the following 24 months ending March 31, 2016.

- (4) 25% of target granted options are earned if 2013 revenues meet or exceed 85% of budget, and/or 75% of target granted options are earned if 2013 EBITDA meet or exceed 85% of budget.
- (5) Date applies to options EARNED. If the options granted are not EARNED, the option grants are terminated.
- (6) Date applies to 1/12th of the total, as options vest monthly over a twelve month period.

Remarks:

42,508 of the shares of Common Stock are subject to forfeiture and to restriction on transfer. Shares will be forfeited if the ind

The terms "service," "total and permanent disability," and "change in control" are defined in the Plan document. The term "tra

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