Gelbaum David Form 3/A January 14, 2010

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

A Gelbaum David

(Month/Day/Year)

03/14/2008

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

ENERGY FOCUS, INC/DE [EFOI]

(Last) (First) (Middle)

1835 NEWPORT BLVD., A109-PMB 467

(Street)

Statement

4. Relationship of Reporting

Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

03/21/2008

(Check all applicable)

X Director Officer

__X__ 10% Owner Other (give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting

Person

X Form filed by More than One

Reporting Person

COSTA MESA,, CAÂ 92627

(City) (State) (Zip)

1. Title of Security (Instr. 4)

2. Amount of Securities

Beneficially Owned

(Instr. 4)

Ownership

Table I - Non-Derivative Securities Beneficially Owned

Form: Direct (D)

or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial

Ownership (Instr. 5)

SEC 1473 (7-02)

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

> Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

(Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of Derivative

Ownership Form of Derivative Security:

5.

6. Nature of Indirect Beneficial

Ownership

(Instr. 5)

Date Exercisable Expiration Date

Title

Amount or Number of Shares

Security Direct (D)

or Indirect (I)

1

(Instr. 5)

Warrant 03/14/2008 03/14/2013 $\frac{\text{Common}}{\text{Stock}}$ 1,560,062 \$ 0.01 $\frac{(1)}{}$ D \hat{A}

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gelbaum David 1835 NEWPORT BLVD., A109-PMB 467 COSTA MESA,, CA 92627	ÂX	ÂX	Â	Â
Quercus Trust 1835 NEWPORT BLVD., A109-PMB 467 COSTA MESA,, CA 92627	Â	ÂX	Â	Â
Gelbaum Monica Chavez 1835 NEWPORT BLVD., A109-PMB 467 COSTA MESA,, CA 92627	Â	ÂX	Â	Â

Signatures

/s/ David Gelbaum, Co-Trustee, The Quercus Trust	01/13/2010
**Signature of Reporting Person	Date
/s/ David Gelbaum, as attorney-in-fact for Monica Chavez Gelbaum, Co-Trustee, The Quercus Trust	01/13/2010

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).

In consideration of the Reporting Persons' agreement to purchase a certain number of shares from Diker Management LLC, the terms of (1) which are described more fully in the Issuer's Form 8-K filed with the SEC on January 7, 2010, the Issuer agreed on December 30, 2009 to reduce the exercise price of the Warrant to \$0.01 per share.

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.

Reporting Owners 2