TECOGEN INC.

Form 3

November 19, 2014

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

OMB APPROVAL

OMB Number:

3235-0104

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF Expires: January 31, 2005

0.5

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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

SECURITIES

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

A Benjamin Locke M.

(Last)

(First) (Middle) 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Statement

(Month/Day/Year)

10/29/2014

4. Relationship of Reporting

TECOGEN INC. [TGEN]

Person(s) to Issuer

Director

_X__ Officer

5. If Amendment, Date Original

Filed(Month/Day/Year)

45 FIRST AVE

(Street)

(Check all applicable)

6. Individual or Joint/Group 10% Owner

Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

_ Other (give title below) (specify below) Co-CEO

Form filed by More than One

Reporting Person

WALTHAM, MAÂ 02451

(City) (State)

1. Title of Security (Instr. 4)

(Zip)

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership Form:

Table I - Non-Derivative Securities Beneficially Owned

4. Nature of Indirect Beneficial Ownership

(Instr. 5)

Direct (D) or Indirect (I) (Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially

owned directly or indirectly.

SEC 1473 (7-02)

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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

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Expiration Date

Amount or Number of Shares

Derivative Security: Security Direct (D)

or Indirect (I) (Instr. 5)

Exercisable Date

Title

1

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Stock Option (Right to Buy) $\hat{A} \stackrel{(1)}{=} 06/03/2023 \stackrel{Common}{Stock} 37,500 3.2 D \hat{A}

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Benjamin Locke M.
45 FIRST AVE Â Â Co-CEO Â

Signatures

David Garrison, attorney-in-fact

**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).
- (1) Grant vests 25% annually on the anniversary of the grant date, June 3, 2013.

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.

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