

ENERGY FOCUS, INC/DE
Form 4
March 16, 2016

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 *
Hilliard Eric

(Last) (First) (Middle)
ENERGY FOCUS, INC., 32000
AURORA ROAD, SUITE B
(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)
03/14/2016

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 & 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)
Common Stock				(A) or (D) Price	10,665	D	

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.

SEC 1474 (9-02)

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

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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)
Stock Option	\$ 7.7	03/14/2016		A	22,020	03/14/2017 ⁽¹⁾ 03/14/2026	Common Stock 22
Restricted Stock Units	<u>(2)</u>	03/14/2016		A	16,260	03/14/2017 ⁽³⁾ 03/14/2019 ⁽³⁾	Common Stock 16
Stock Option	\$ 71.9					11/13/2007 11/13/2016	Common Stock 7
Stock Option	\$ 63.6					11/26/2008 11/26/2017	Common Stock 5
Stock Option	\$ 13.7					10/23/2009 10/23/2018	Common Stock 2
Stock Option	\$ 10.7					01/18/2012 01/18/2021	Common Stock 10
Stock Option	\$ 2.3					04/29/2014 04/29/2023	Common Stock 10
Stock Option	\$ 4.1					01/28/2015 ⁽¹⁾ 01/28/2024	Common Stock 12
Stock Option	\$ 5.47					03/16/2016 ⁽¹⁾ 03/16/2025	Common Stock 40

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hilliard Eric ENERGY FOCUS, INC. 32000 AURORA ROAD, SUITE B SOLON, OH 44139			President & COO	

Signatures

/s/ Eric Hilliard 03/16/2016

**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) Date applies to one-third of the total. The remaining two-thirds vest in equal monthly installments thereafter over a two year period.
- (2) Each Restricted Stock Unit represents a contingent right to receive one share of Energy Focus, Inc. Common Stock.
- (3) Date applies to one-third of the total. Another one-third vests two years from the grant date and the final one-third vests three years from the grant date.

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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