

MacPherson Richard
Form 4
October 12, 2011

FORM 4

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

OMB APPROVAL

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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 *
MacPherson Richard

2. Issuer Name and Ticker or Trading Symbol
Midwest Energy Emissions Corp.
[CHYUD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
34 CEDARBANK TERRACE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/07/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
Pres., Sec., Treas.

A5 B3P 2T4

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	10/07/2011		M		22,498,272	A	11
					22,498,272	I	

By
3253517
Nova Scotia Limited
(2)

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

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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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Series B Convertible Preferred Stock	\$ 0	10/07/2011		M	8,215	(3) (4)	Common Stock 22,498,272 (5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MacPherson Richard 34 CEDARBANK TERRACE A5 B3P 2T4	X	X	Pres., Sec., Treas.	

Signatures

/s/ Richard MacPherson
 10/12/2011
 **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) Represents shares of common stock issued resulting from the automatic conversion of shares of Series B Convertible Preferred Stock on October 7, 2011 upon the effectiveness of certain amendments to the Issuer's articles of incorporation. Such number of shares takes into account the reverse stock split which occurred on such date.
- (2) The Reporting Person is the controlling principal of 3253517 Nova Scotia Limited.
- (3) The shares of Series B Convertible Preferred Stock are automatically convertible under certain circumstances.
- (4) The Series B Convertible Preferred Shares do not have an expiration date.
- (5) Adjusted for 1 for 110 reverse stock split.
- (6) The shares of Series B Convertible Preferred Stock were issued to the Reporting Person in exchange for shares of common stock of Midwest Energy Emissions Corp., a North Dakota corporation.

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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