

MacPherson Richard  
Form 4  
December 27, 2011

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
MacPherson Richard

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

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)  
12/22/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Senior Vice President

HALIFAX, A5 B3P 2TR

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

(City) (State) (Zip)

**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  | (D)  | Price   |
| Common Stock                    | 12/22/2011                           |  | S                              |   | 87,638<br>(1)   | D  | \$ 0.6464   |
|                                 |                                      |  |                                |   | 22,410,634  | I  |   |
| Common Stock                    | 12/22/2011                           |  | S                              |   | 115,025<br>(1)  | D  | \$ 0.4477   |
|                                 |                                      |  |                                |   | 22,295,609  | I  |   |
|                                 | 12/22/2011                           |  | S                              |   |   | D  | 21,995,609  |
|                                 |                                      |  |                                |   |   | I  |   |

By  
3253517  
Nova Scotia Limited  
(2)

By  
3253517  
Nova Scotia Limited

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|              |            |  |   |                       |    |           |            |   |  |  |
|--------------|------------|--|---|-----------------------|----|-----------|------------|---|--|--|
| Common Stock |            |  |   | 300,000<br><u>(1)</u> | \$ |           |            |   |  | By<br>3253517<br>Nova<br>Scotia<br>Limited |
| Common Stock | 12/22/2011 |  | S | 75,000<br><u>(3)</u>  | D  | \$ 0.654  | 21,920,609 | I |  | By<br>3253517<br>Nova<br>Scotia<br>Limited |
| Common Stock | 12/22/2011 |  | S | 82,417<br><u>(3)</u>  | D  | \$ 0.8927 | 21,838,192 | I |  | By<br>3253517<br>Nova<br>Scotia<br>Limited |

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)

| 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                       |       |
|---|---------------|-----------|-----------------------|-------|
|   | Director      | 10% Owner | Officer               | Other |
| MacPherson Richard<br>34 CEDARBANK TERRACE<br>HALIFAX, A5 B3P 2TR | X             | X         | Senior Vice President |       |

## Signatures

/s/ Richard  
MacPherson

12/27/2011

\_\_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).

- On December 22, 2011, 3253517 Nova Scotia Limited effected a transfer of 87,638, 115,025 and 300,000 shares of common stock to
- (1) three purchasers in private sales transactions for consideration consisting of cancellation of loans previously made by such purchasers to the Reporting Person, on behalf of 3253517 Nova Scotia Limited.
  - (2) The Reporting Person is the controlling principal of 3253517 Nova Scotia Limited.
  - (3) On December 22, 2011, 3253517 Nova Scotia Limited sold 75,000 and 82,417 shares of common stock to two purchasers in private sales transactions for cash consideration.

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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