

Midwest Energy Emissions Corp.
Form 4
July 15, 2013

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 *
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)

3. Date of Earliest Transaction (Month/Day/Year)
07/12/2013

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

34 CEDARBANK TERRACE

(Street)

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

HALIFAX, A5 B3P 2TR

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Common Stock | 07/12/2013 | | M | | 506,920 (1) | A | \$ 0.5 506,920 D |
| Common Stock | 07/12/2013 | | M | | 1,234,164 (2) | A | \$ 0.5 18,553,225 I |
| Common Stock | 07/12/2013 | | S | | 1,000,000 (3) | D | \$ 0.001 17,553,225 I |

By
3253517
Nova Scotia Limited
By
3253517
Nova Scotia Limited

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| | | | | | | | | |
|--------------|------------|---|-------------------------|---|----------|------------|---|--|
| Common Stock | 07/12/2013 | S | 1,000,000 <u>(3)</u> | D | \$ 0.001 | 16,553,225 | I | By 3253517 Nova Scotia 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.

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(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 Underlying (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--------------------------|--|------------------|--|
| | | | | | V | (A) | (D) | Date Exercisable | |
| 12% Convertible Promissory Note | \$ 0.5 | 07/12/2013 | | M | | \$ 252,199 <u>(1)</u> | 06/27/2013 | 06/27/2016 | Units |
| 12% Convertible Promissory Note | \$ 0.5 | 07/12/2013 | | M | | \$ 614,012 <u>(2)</u> | 06/27/2013 | 06/27/2016 | Units |
| Warrants | \$ 0.75 | 07/12/2013 | | M | 126,730 | | 07/12/2013 | 07/12/2015 | Common Stock |
| Warrants | \$ 0.75 | 07/12/2013 | | M | 308,541 | | 07/12/2013 | 07/12/2015 | Common Stock |

Reporting Owners

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

Signatures

/s/ Richard
MacPherson

07/15/2013

__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) Pursuant to a notice of conversion, the Reporting Person converted a promissory note with a principal balance of \$252,199 and accrued interest of \$1,261 into 506,920 Units of the Issuer, with each Unit consisting of one share of common stock and one warrant to purchase 0.25 additional shares of common stock at \$0.75 per share.

(2) Pursuant to a notice of conversion, 3253517 Nova Scotia Limited converted a promissory note with a principal balance of \$614,012 and accrued interest of \$3,070 into 1,234,164 Units of the Issuer, with each Unit consisting of one share of common stock and one warrant to purchase 0.25 additional shares of common stock at \$0.75 per share. The Reporting Person is the controlling principal of 3253517 Nova Scotia Limited.

(3) On July 12, 2013, 3253517 Nova Scotia Limited effected a transfer of 1,000,000 and 1,000,000 shares of common stock to two transferees in private transactions for consideration of \$1,000 in cash received from each of the transferees.

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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