Hilliard Eric Form 4 June 02, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

5. Relationship of Reporting Person(s) to

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

See Instruction

Hilliard Eric		Symbol ENERGY FOCU		Issuer	(Check all applicable	`,	
(Last) (First) ENERGY FOCUS, II AURORA ROAD		3. Date of Earliest Tra (Month/Day/Year) 05/29/2009	ansaction		Director 10 ^o Officer (give title Otl	% Owner ner (specify	
SOLON, OH 44139	4. If Amendment, Da Filed(Month/Day/Year)	_	Applica _X_ Fo	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ 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 (Month/D (Instr. 3)	ction Date 2A. Deem Day/Year) Execution any (Month/D	Date, if Transaction Code	4. Securities Acq on(A) or Disposed (Instr. 3, 4 and 5) (A) or Amount (D)	of (D) Securi) Benef Owne Follov Repor Trans: (Instr.	ities Form: Direct ficially (D) or d Indirect (I) wing (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock 05/29/2	009	A	17,997 A	\$ 0.67 17,99	97 D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date Expiration Exercisable Date	or Title Number				
							Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

Hilliard Eric ENERGY FOCUS, INC. 32000 AURORA ROAD **SOLON, OH 44139**

Chief Operating Officer

Signatures

/s/ Eric W. 06/02/2009 Hilliard

**Signature of Date Reporting Person

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).

Remarks:

The shares are subject to restrictions: (i) The holder will forfeit his rights in his shares if he leaves the employ of the company prior to the closing of the first trading window after December 31, 2009 in which he can sell the shares, and (ii) he cannot transfer the shares until that forfeiture provision lapses.

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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