

Hilliard Eric
Form 4
May 01, 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 *
Hilliard Eric

(Last) (First) (Middle)
32000 AURORA ROAD
(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)
04/29/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
President and COO

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 Ownership (Instr. 4)
				(A) or (D) Price			
Restricted Stock					42,508 ⁽¹⁾	D	
Common Stock					15,705	D	

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 Security (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Num Sha
Stock Option	\$ 0.23	04/29/2013		A	100,000	05/29/2013 ⁽⁶⁾		04/29/2023		Common Stock	10
Stock Option	\$ 7.19					11/13/2010		11/13/2016		Common Stock	75
Stock Option	\$ 6.36					04/26/2011		04/26/2017		Common Stock	50
Stock Option	\$ 1.37					10/23/2012		10/23/2018		Common Stock	25
Stock option	\$ 0.2349					03/31/2014 ⁽³⁾		02/26/2023 ⁽⁵⁾		Common Stock	12
Stock Option	\$ 1.07					01/18/2012 ⁽²⁾		01/18/2021		Common Stock	10

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hilliard Eric 32000 AURORA ROAD SOLON, OH 44139			President and COO	

Signatures

/s/ Eric W. Hilliard
05/01/2013

**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) See Remarks section
- (2) 25% are exercisable on the date shown, which is the first anniversary following the grant date. The remaining 75% is exercisable in equal monthly installments over the following 36 months.
- (3)

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Options EARNED will vest as follows: 1/3 on March 31, 2014, and the remaining 2/3rd's monthly over the following 24 months ending March 31, 2016.

- (4) 25% of target granted options are earned if 2013 revenues meet or exceed 85% of budget, and/or 75% of target granted options are earned if 2013 EBITDA meet or exceed 85% of budget.
- (5) Date applies to options EARNED. If the options granted are not EARNED, the option grants are terminated.
- (6) Date applies to 1/12th of the total, as options vest monthly over a twelve month period.

Remarks:

42,508 of the shares of Common Stock are subject to forfeiture and to restriction on transfer. Shares will be forfeited if the ind

The terms "service," "total and permanent disability," and "change in control" are defined in the Plan document. The term "tra

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