

Martin David A  
Form 4  
March 21, 2011

**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 \*  
Martin David A

2. Issuer Name and Ticker or Trading Symbol  
INSITUFORM TECHNOLOGIES INC [INSU]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
03/17/2011

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
SVP & Chief Financial Officer

C/O INSITUFORM TECHNOLOGIES, INC., 17988 EDISON AVENUE

(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

CHESTERFIELD, MO 63005

(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                    | 03/17/2011                           |                                                    | M                              |                                                                   | 1,250 A \$ 15.5                                                                               | 81,287                                                   | D                                          |
| Common Stock                    | 03/17/2011                           |                                                    | M                              |                                                                   | 3,750 A \$ 16.26                                                                              | 85,037                                                   | D                                          |
| Common Stock                    | 03/17/2011                           |                                                    | S                              |                                                                   | 1,250 D \$ 26                                                                                 | 83,787                                                   | D                                          |
| Common Stock                    | 03/17/2011                           |                                                    | S                              |                                                                   | 3,750 D \$ 26                                                                                 | 80,037                                                   | D                                          |
|                                 | 03/17/2011                           |                                                    | S                              |                                                                   | D \$ 26                                                                                       | 61,358                                                   | D                                          |

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Common Stock 18,679  
(1)

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

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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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Employee Stock Option - Right to Buy       | \$ 15.5                                                | 03/17/2011                           |                                                    | M                              | 1,250                                                                                   | <u>(2)</u> 05/24/2011                                    | Common Stock                                                  | 1,250                         |
| Employee Stock Option - Right to Buy       | \$ 16.26                                               | 03/17/2011                           |                                                    | M                              | 3,750                                                                                   | <u>(3)</u> 05/24/2011                                    | Common Stock                                                  | 3,750                         |

## Reporting Owners

| Reporting Owner Name / Address                                                                       | Relationships |           |                               |       |
|------------------------------------------------------------------------------------------------------|---------------|-----------|-------------------------------|-------|
|                                                                                                      | Director      | 10% Owner | Officer                       | Other |
| Martin David A<br>C/O INSITUFORM TECHNOLOGIES, INC.<br>17988 EDISON AVENUE<br>CHESTERFIELD, MO 63005 |               |           | SVP & Chief Financial Officer |       |

## Signatures

/s/ Lori A. Knudson, as Attorney-in-Fact for David A.  
Martin

03/21/2011

\_\_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) This sale of common stock was made to satisfy certain tax withholding obligations resulting from the vesting on January 29, 2011 of restricted stock granted on January 29, 2008.
  - (2) The option vested in four equal installments on May 24, 2004, May 24, 2005, May 24, 2006 and May 24, 2007.
  - (3) The option vested in four equal installments on May 24, 2004, May 24, 2005, May 24, 2006 and May 24, 2007.

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.