

Adams Timothy C
 Form 4
 February 29, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 Adams Timothy C

2. Issuer Name and Ticker or Trading Symbol
 American Electric Technologies Inc [AETI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 6670 SPRING LAKE ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/27/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Vice President & President / AAT subsidiary

KEYSTONE HEIGHTS, FL 32656
 (City) (State) (Zip)

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

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/27/2012		M		1,200	A	(\$ 9,387)
Common Stock	02/27/2012		M		600	A	(\$ 9,987)
Common Stock	02/27/2012		F		606	D	(\$ 4.62) 9,381

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

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number.

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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units Dated February 27, 2012	(2)	02/27/2012		A	9,600	(2)	(2)	Common Stock	9,600
Restricted Stock Units Dated February 27, 2012	(3)	02/27/2012		A	2,400	(3)	(3)	Common Stock	2,400
Restricted Stock Units Dated February 25, 2011	(4)	02/27/2012		D	600	(4)	(4)	Common Stock	600
Restricted Stock Units Dated February 25, 2011	(1)	02/27/2012		D	1,200	(1)	(1)	Common Stock	1,200
Restricted Stock Units Dated February 25, 2011	(1)	02/27/2012		J	4,800	(1)	(1)	Common Stock	4,800

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Adams Timothy C 6670 SPRING LAKE ROAD KEYSTONE HEIGHTS, FL 32656			Vice President & President	AAT subsidiary

Signatures

/s/ Charles M. Dauber, as attorney-in-fact for Tim C.
Adams

02/27/2012

__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) 4800 restricted stock units granted in 2011 vested on the transaction date based on achievement of 2011 performance criteria and 4800 restricted stock units were cancelled under transaction Code J. 1200 of the vested restricted stock units converted to common stock on a one-for-one basis on the transaction date. One-third of the remaining restricted stock units convert to common stock on a one-to-one basis annually on February 27, 2013, 2014 and 2015, subject to a continuing employment requirement.

(2) Represents an incentive compensation award. Vesting of the award is subject to attainment of 2012 performance criteria. Vested restricted stock units convert into common stock on a one-to one basis in four equal annual installments from the transaction date, subject to a continuing employment requirement.

(3) Represents an incentive compensation award. Converts into common stock on a one-to one basis in four equal annual installments from the transaction date, subject to a continuing employment requirement.

(4) 600 restricted stock units granted in 2011 converted to common stock on a one-for-one basis on the transaction date. The remaining restricted stock units convert to common stock on a one-to-one basis in equal installments on 2013, 2014 and 2015, subject to a continuing employment requirement.

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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