

Valentine David
Form 4
March 03, 2009

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 *
Valentine David

(Last) (First) (Middle)
1280 LANDMEIER RD
(Street)

ELK GROVE VILLAGE, IL 60007
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
LIME ENERGY CO. [Lime]

3. Date of Earliest Transaction
(Month/Day/Year)
02/27/2009

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)

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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SEC 1474 (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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Common Stock									
Option to Purchase Lime Energy Co. Common Stock	\$ 105	02/27/2009	<u>J(1)</u>	79	05/26/2005	05/26/2015	Lime Energy Co. Common Stock	79	
Option to Purchase Lime Energy Co. Common Stock	\$ 3.66	02/27/2009	<u>J(2)</u>	8	05/26/2005	05/26/2015	Lime Energy Co. Common Stock	8	
Option to Purchase Lime Energy Co. Common Stock	\$ 105	02/27/2009	<u>J(1)</u>	79	05/26/2006	05/26/2015	Lime Energy Co. Common Stock	79	
Option to Purchase Lime Energy Co. Common Stock	\$ 3.66	02/27/2009	<u>J(2)</u>	8	05/26/2006	05/26/2015	Lime Energy Co. Common Stock	8	
Option to Purchase Lime Energy Co. Common Stock	\$ 105	02/27/2009	<u>J(1)</u>	79	05/26/2007	05/26/2015	Lime Energy Co. Common Stock	79	
Option to Purchase Lime Energy Co. Common Stock	\$ 3.66	02/27/2009	<u>J(2)</u>	8	05/26/2007	05/26/2015	Lime Energy Co. Common Stock	8	
Option to Purchase Lime	\$ 105	02/27/2009	<u>J(1)</u>	79	05/26/2006	05/26/2016	Lime Energy Co.	79	

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Energy Co. Common Stock								Common Stock	
Option to Purchase Lime Energy Co. Common Stock	\$ 3.66	02/27/2009	<u>J⁽²⁾</u>	8	05/26/2006	05/26/2016		Lime Energy Co. Common Stock	8
Option to Purchase Lime Energy Co. Common Stock	\$ 105	02/27/2009	<u>J⁽¹⁾</u>	79	05/26/2007	05/26/2016		Lime Energy Co. Common Stock	79
Option to Purchase Lime Energy Co. Common Stock	\$ 3.66	02/27/2009	<u>J⁽²⁾</u>	8	05/26/2007	05/26/2016		Lime Energy Co. Common Stock	8
Option to Purchase Lime Energy Co. Common Stock	\$ 105	02/27/2009	<u>J⁽¹⁾</u>	79	05/26/2008	05/26/2016		Lime Energy Co. Common Stock	79
Option to Purchase Lime Energy Co. Common Stock	\$ 3.66	02/27/2009	<u>J⁽²⁾</u>	8	05/26/2008	05/26/2016		Lime Energy Co. Common Stock	8
Option to Purchase Lime Energy Co. Common Stock	\$ 9.45	02/27/2009	<u>J⁽¹⁾</u>	3,571	01/03/2008	01/03/2018		Lime Energy Co. Common Stock	3,571
	\$ 3.66	02/27/2009	<u>J⁽²⁾</u>	1,786	01/03/2008	01/03/2018			1,786

Option to
Purchase
Lime
Energy
Co.
Common
Stock

Lime
Energy
Co.
Common
Stock

Option to
Purchase
Lime
Energy
Co.
Common
Stock

\$ 9.45 02/27/2009 J(1) 3,571 01/03/2009 01/03/2018

Lime
Energy
Co.
Common
Stock 3,571

Option to
Purchase
Lime
Energy
Co.
Common
Stock

\$ 3.66 02/27/2009 J(2) 1,785 01/03/2009 01/03/2018

Lime
Energy
Co.
Common
Stock 1,785

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Valentine David
1280 LANDMEIER RD
ELK GROVE VILLAGE, IL 60007

X

Signatures

Jeffrey Mistarz, by power of
attorney

03/03/2009

__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) Exchanged pursuant to the Lime Energy Option Exchange Tender Offer

(2) Received in exchange for option tendered pursuant to the Lime Energy Option Exchange Tender Offer

(3) Received new option in exchange for tendered option.

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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