LIME ENERGY CO.

Form 4

September 22, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Procell C Adam

2. Issuer Name and Ticker or Trading Symbol

LIME ENERGY CO. [LIME]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

Security

(Instr. 3)

(First)

(Middle)

3. Date of Earliest Transaction

Director

10% Owner

3 CONVERY BLVD, SUITE 600

(Month/Day/Year)

X_ Officer (give title below)

Other (specify

09/18/2015

CEO and Presirent

(Street)

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

6. Individual or Joint/Group Filing(Check

(Instr. 4)

(Check all applicable)

Applicable Line)

X 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

WOODBRIDGE, NJ 07095

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

3. 4. Securities Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T)

(Instr. 4)

(A)

(Instr. 8)

Following Reported Transaction(s)

(Instr. 3 and 4)

Code V Amount (D) Price

(Month/Day/Year)

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

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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 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amount of Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date Underlying Securities** Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	-	Acquired (A Disposed of (Instr. 3, 4, 5)	f (D)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount o Number o Shares
Option to Purcahse Common Stock	\$ 2.95	09/18/2015		A		162,539		<u>(1)</u>	09/18/2025	Common Stock	162,539

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Procell C Adam 3 CONVERY BLVD SUITE 600 WOODBRIDGE, NJ 07095

CEO and Presirent

Signatures

Mary Colleen Brennan 09/22/2015

**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).

The reporting person was granted an option to purchase up to an aggregate of 162,539 shares of Common Stock. The option to purchase 54,180 shares of Common Stock will vest on each of September 25, 2016 and September 25, 2017 and 54,179 shares of Common Stock

(1) will vest on September 25, 2018. Such options will vest immediately upon change of control of the Company or the involuntary termination of the reporting person for reasons other than cause, death or permanent disability. Such options were granted pursuant to the 2008 long-term incentive plan of the Company.

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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