

Shimada Brent H
Form 4
May 29, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
Shimada Brent H

2. Issuer Name and Ticker or Trading Symbol
EnergySolutions, Inc. [ES]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
423 WEST 300 SOUTH, SUITE 200

3. Date of Earliest Transaction (Month/Day/Year)
05/24/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Senior Vice President, HR

(Street)
SALT LAKE CITY, UT 84101

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

(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 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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				(A)	(D)				
Phantom Stock	(1)	05/24/2013	D	37,313	(2)	10/10/2015	Phantom Stock	37,313	
Phantom Stock	(1)	05/24/2013	D	5,034	(3)	03/01/2014	Phantom Stock	5,034	
Phantom Stock	(1)	05/24/2013	D	15,867	(4)	03/01/2015	Phantom Stock	15,867	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shimada Brent H 423 WEST 300 SOUTH SUITE 200 SALT LAKE CITY, UT 84101			Senior Vice President, HR	

Signatures

/s/ Brent H. Shimada 05/24/2013

__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) Each share of phantom stock is the economic equivalent of one share of EnergySolutions, Inc. (the "Company") common stock. Upon vesting, the shares will be settled in cash according to the current stock price at the time of vest.
 - (2) The shares of phantom stock vest in three equal annual installments beginning on October 10, 2013.
 - (3) The shares of phantom stock vest in three equal annual installments beginning on March 1, 2012.
 - (4) The shares of phantom stock vest in three equal annual installments beginning on March 1, 2013.
- Pursuant to the terms of the Agreement and Plan of Merger, dated as of January 7, 2013, as amended on April 5, 2013, by and among Rockwell Holdco, Inc., a Delaware corporation, Rockwell Acquisition Corp., a Delaware corporation, and the Company (the "Merger Agreement"; capitalized terms used but not defined herein have the meanings assigned to them in the Merger Agreement), at the Effective
- (5) Time, each of the Company Performance Share Units and Company Phantom Share Awards held by the reporting person became fully vested (with the exception of Company Performance Share Units and Company Phantom Share Awards that are earned based on the achievement of performance, which instead became earned and vested in accordance with the terms of the applicable award agreements) and converted into the right to receive a cash payment with respect thereto equal to the product of
 - (6) (i) the total number of shares of Company Common Stock subject to such Company Performance Share Unit award or Company Phantom Share Award, respectively, and (ii) \$4.15, less any required withholding Taxes.

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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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