

Chalhoub Joseph
Form 4
August 01, 2008

FORM 4

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

OMB APPROVAL

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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 *
Chalhoub Joseph

(Last) (First) (Middle)

C/O HERITAGE-CRYSTAL CLEAN, INC., 2175 POINT BOULEVARD, SUITE 375

(Street)

ELGIN, IL 60123

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Heritage-Crystal Clean, Inc. [HCCI]

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

07/30/2008

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)
President & CEO

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)
				(A) or (D) Code V Amount Price			
Common Stock	07/30/2008		P	900 A \$ 14	1,202,800	I	See Footnote (1)
Common Stock	07/31/2008		P	900 A \$ 14.11	1,203,700	I	See Footnote (1)
Common Stock	07/31/2008		P	100 A \$ 13.8	1,203,800	I	See Footnote (1)
Common Stock	07/31/2008		P	197 A \$ 14	1,203,997	I	See

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- (1) Consists of 2,000 shares held on behalf of Mr. Chalhoub's minor son and 1,198,400 shares held by J. Chalhoub Holding, Ltd. Joseph Chalhoub has voting control over all of the voting securities of J. Chalhoub Holdings, Ltd. but the Reporting Person disclaims beneficial ownership other than to the extent of his pecuniary interest therein. Also includes the reported shares which are held in Breslube Industries Limited, of which the Reporting Person is the sole owner.

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.