

Chalhoub Joseph  
Form 4  
December 27, 2011

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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Estimated average  
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response... 0.5

(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)

12/22/2011

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 &amp; 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |           |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|--------------------------------------------------------------------------------|-----------|
|                                       |                                         |                                                             | Code                                 | V                                                                   | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                                                          |           |
| Common<br>Stock                       | 12/22/2011                              |                                                             | M                                    |                                                                     | 92,874                                                                                                             | A                                                                    | \$<br>17.36                                                                    | 1,264,450 |
|                                       |                                         |                                                             |                                      |                                                                     |                                                                                                                    |                                                                      |                                                                                | I         |

See  
Footnote  
(1)

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

**Persons who respond to the collection of  
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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)**

## Edgar Filing: Chalhoub Joseph - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|------------------------------------------------------------------|-------------------------------------|
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 11.5                                                               | 12/22/2011                              |                                                             | M                                       | 70,000                                                                                                       | 03/17/2008 03/17/2018                                          | Common<br>Stock                                                  | 70,000                              |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 7.33                                                               | 12/22/2011                              |                                                             | M                                       | 22,874                                                                                                       | 03/25/2011 <sup>(2)</sup> 03/25/2019                           | Common<br>Stock                                                  | 22,874                              |

## Reporting Owners

| Reporting Owner Name / Address                                                                            | Relationships |           |                 |       |
|-----------------------------------------------------------------------------------------------------------|---------------|-----------|-----------------|-------|
|                                                                                                           | Director      | 10% Owner | Officer         | Other |
| Chalhoub Joseph<br>C/O HERITAGE-CRYSTAL CLEAN, INC.<br>2175 POINT BOULEVARD, SUITE 375<br>ELGIN, IL 60123 | X             | X         | President & CEO |       |

## Signatures

/s/ Heidi J. Steele, as  
Attorney-in-Fact

12/27/2011

\_\_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).

- 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
- (1) Chalhoub has voting control over all of the voting securities of J. Chalhoub Holdings, Ltd. Also includes the shares which are held in Breslube Industries Limited, of which the Reporting Person is the sole owner.
  - (2) The remaining options vest equally on March 25, 2012 and March 25, 2013.
  - (3) Held by J. Chalhoub Holdings, Ltd. over which J. Chalhoub has voting and investment control.

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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