

Heritage-Crystal Clean, Inc.

Form 4

November 12, 2013

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
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Hillstrom Tom

(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)

03/25/2009

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

VP of Operations

6. Individual or Joint/Group Filing(Check
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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/08/2013		M		1,034	A	\$ 7.33	20,083	D	
Common Stock	11/08/2013		S ⁽³⁾		1,034	D	\$ 18	19,049	D	
Common Stock	11/11/2013		M		8,079	A	\$ 7.33	27,128	D	
Common Stock	11/11/2013		S ⁽³⁾		8,079	D	\$ 18	19,049	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Derivative Security	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 Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 7.33	03/25/2009		A		9,113		<u>(1)</u>	03/25/2019	Common Stock	9,113
Stock Option	\$ 7.33	11/08/2013		M		1,034		<u>(2)</u>	03/25/2019	Common Stock	1,034
Stock Option	\$ 7.33	11/11/2013		M		8,079		<u>(2)</u>	03/25/2019	Common Stock	8,079

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Hillstrom Tom C/O HERITAGE-CRYSTAL CLEAN, INC. 2175 POINT BOULEVARD, SUITE 375 ELGIN, IL 60123	VP of Operations

Signatures

/s/ Mark DeVita, as
Attorney-in-Fact
11/12/2013

**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) Options vest 25% per year for four years.

Edgar Filing: Heritage-Crystal Clean, Inc. - Form 4

(2) Fully vested.

(3) The sales reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 4, 2013.

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.