Heritage-Crystal Clean, Inc. Form 4 November 10, 2016

FORM A

OMB APPROVAL

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

OMB Number: 3235-0287 January 31,

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: 2005
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response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

Form 4 or Form 5 obligations may continue.

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

2. Issuer Name and Ticker or Trading

Heritage-Crystal Clean, Inc. [HCCI]

Symbol

1(b).

(Print or Type Responses)

Chalhoub Joseph

Common

Common

Stock

Stock

11/08/2016

11/09/2016

1. Name and Address of Reporting Person *

See Instruction

			_					(Che	ck all applicable	e)		
(Last)	(First)	(Middle)	3. Date of	f Earliest T	ransaction							
			(Month/D	ay/Year)				_X_ Director	10%	Owner		
C/O HERIT	C/O HERITAGE-CRYSTAL		11/08/2	11/08/2016					X Officer (give title Other (specify			
CLEAN, INC., 2175 POINT							below) below)					
	RD, SUITE 375							Pre	esident & CEO			
	(Street)		4. If Ame	ndment, D	ate Origina	al		6. Individual or J	oint/Group Filii	ng(Check		
			Filed(Mor	nth/Day/Yea	r)			Applicable Line)				
								X Form filed by	1 0			
ELGIN, IL	60123							Form filed by I Person	More than One Re	eporting		
(21)	(9)	(T)						Cison				
(City)	(State)	(Zip)	Tabl	e I - Non-	Derivative	Secui	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned		
1.Title of	2. Transaction Da	ate 2A. Dee	med	3.	4. Secur	ities A	cquired	5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year	r) Execution	on Date, if Transaction(A) or Disposed			ed of (D)	Securities	Form: Direct	Indirect			
(Instr. 3)		any		Code (Instr. 3, 4 and 5)			5)	Beneficially (D) or		Beneficial		
		(Month/	Day/Year)	(Instr. 8)	. 8)			Owned	Ownership			
								Following	(Instr. 4)			
					(A) or		Reported					
							Transaction(s)					
				Code V	Amount	(D)	Price	(Instr. 3 and 4)				
Common	11/09/2016			S(1)	1,427	D	\$ 14	18,369	D			
Stock	11/09/2010			3 <u>(4)</u>	1,447	ע	φ 1 4	10,309	D			
Common												
Common	11/10/2016			S(1)	9,141	D	\$ 14	9,228	D			
Stock				_								

S

S

5,242

4,758

\$

(2)

13.56

 $1,229,541 \frac{(3)}{}$ I

\$ 13.2 1,224,783 (3) I

D

D

See

See

footnote 3

footnote 3

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	•
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	į
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	į
	Derivative				Securities			(Instr.	. 3 and 4)		
	Security				Acquired						1
	-				(A) or						į
					Disposed						
					of (D)						
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	·	or		
						Exercisable Date	Title Number				
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

Chalhoub Joseph

C/O HERITAGE-CRYSTAL CLEAN, INC. 2175 POINT BOULEVARD, SUITE 375 ELGIN, IL 60123

X

President & CEO

Dalationshin

Signatures

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

**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) Trades were made pursuant to a Rule 10b5-1 plan.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.50 to \$13.70, inclusive. The reporting person undertakes to provide Heritage-Crystal Clean, Inc. any security holder of Heritage-Crystal Clean, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth.
- (3) Includes shares held by Mr. Chalhoub's spouse.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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