

ACORN ENERGY, INC.

Form 4

January 04, 2017

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Woolard Edgar S Jr

(Last) (First) (Middle)

C/O ACORN ENERGY, INC., 3844
KENNETT PIKE

(Street)

WILMINGTON, DE 19807

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

ACORN ENERGY, INC. [ACFN]

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

01/01/2017

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)

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)
common stock (1)	01/01/2017		A	94,444	A 2 748,444	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
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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)**

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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)	8. Pri Deriv Secur (Instr
				Code	V	(A)	(D)	
stock options (3)	\$ 0.18	01/01/2017		A		10,000	(4) (5) common stock	10,000 \$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Woolard Edgar S Jr C/O ACORN ENERGY, INC. 3844 KENNETT PIKE WILMINGTON, DE 19807	X			

Signatures

Edgar S.
Woolard, Jr. 01/04/2017

__Signature of Date
Reporting Person

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) Awarded in lieu of cash fees for service on the issuer's Board of Directors.
- (2) 94,444 shares were granted in lieu of \$17,000 in cash fees, based on the closing price of the stock on the OTCQB on December 30, 2016 of \$0.18.
- (3) Granted pursuant to the issuer's 2006 Stock Incentive Plan in connection with the reporting person's service on the Board of Directors.
- (4) One-fourth of the options are immediately exercisable; an additional one-fourth become exercisable on each of 4/1/17, 7/1/17 and 10/1/17.
- (5) Options expire upon the earlier of (a) 1/1/24 or (b) 18 months from the date the reporting person ceases to be a director, officer, employee or consultant.

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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