

Tewksbury Ted L III
 Form 4
 February 28, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Tewksbury Ted L III

2. Issuer Name and Ticker or Trading Symbol
 ENERGY FOCUS, INC/DE [EFOI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 32000 AURORA ROAD, SUITE B
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/26/2019

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman, CEO & President

SOLON, OH 44139

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/26/2019		M		55,100	A	\$ 0 108,561
Common Stock	02/26/2019		F		22,370	D	\$ 1.14 86,191
Common Stock	02/27/2019		M		16,481	A	\$ 0 102,672
Common Stock	02/27/2019		F		6,738	D	\$ 1.21 95,934

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 Security (Instr. 3 and 4)	Amount or Number of Shares
Restricted Stock Units	(1)	02/26/2019		M	55,100	02/26/2019(2) 02/27/2021	Common Stock	55,100
Restricted Stock Units	(1)	02/27/2019		M	16,481	02/27/2018(2) 02/28/2020	Common Stock	16,481
Stock Option	\$ 3.43					02/27/2018(3) 02/27/2027	Common Stock	74,100

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tewksbury Ted L III 32000 AURORA ROAD SUITE B SOLON, OH 44139	X		Chairman, CEO & President	

Signatures

/s/ Anna M. Di Fiore as Attorney-in-Fact 02/28/2019

**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) Each Restricted Stock Unit represents a contingent right to receive one share of Energy Focus, Inc. Common Stock.

(2)

Edgar Filing: Tewksbury Ted L III - Form 4

Date applies to one-third of the total. Another one-third vests two years from the grant date and the final one-third vests three years from the grant date.

(3) Date applies to one-third of the total. The remaining two-thirds vest in equal monthly installments thereafter over a two year period.

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.