

WORLD ENERGY SOLUTIONS, INC.

Form 4

February 03, 2009

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
UTEK CORP

2. Issuer Name **and** Ticker or Trading
Symbol
WORLD ENERGY SOLUTIONS,
INC. [WEGY.OB]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
05/19/2008

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

2109 PALM AVENUE

(Street)

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

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

TAMPA, FL 33605

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Preferred Stock Series B Convertible	06/10/2008		P		100,000	A	<u>(1)</u> 100,000
Preferred Stock Series C Convertible	09/26/2008		P		100,000	A	<u>(2)</u> 100,000
Common Stock	05/19/2008		P		1,923,077	A	<u>(3)</u> 18,042,749

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

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(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
UTEK CORP 2109 PALM AVENUE TAMPA, FL 33605			X	

Signatures

UTEK Corporation by Carole R.
Wright, CFO

02/03/2009

**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).

On June 10, 2008 UTEK Corporation sold its 100% ownership in Advanced Alternative Energy Technologies, Inc. in a stock for stock exchange. UTEK received 100,000 unregistered shares of Series B Convertible Preferred Stock of World Energy Solutions, Inc. The estimated market value of the shares of the subsidiary was \$875,000.

On September 26, 2008 UTEK Corporation sold its 100% ownership in H-Hybrid Technologies, Inc. in a stock for stock exchange. UTEK received 100,000 unregistered shares of Series C Convertible Preferred Stock of World Energy Solutions, Inc. The estimated market value of the shares of the subsidiary was \$750,000.

On May 19, 2008 UTEK Corporation entered into an intellectual capital consulting agreement in which UTEK received \$250,000 in unregistered common shares. UTEK received 1,923,077 unregistered common shares for its services.

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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