

POWERSECURE INTERNATIONAL, INC.

Form 4

May 09, 2016

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 *
Dupont Eric M

(Last) (First) (Middle)

1609 HERITAGE COMMERCE
COURT

(Street)

WAKE FOREST, NC 27587

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

POWERSECURE
INTERNATIONAL, INC. [POWR]

3. Date of Earliest Transaction
(Month/Day/Year)
05/09/2016

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)
EVP and CFO

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 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	05/09/2016		D		26,212 (1)	D	\$ 18.75 (2)

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

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information contained in this form are not
required to respond unless the form
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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Options	\$ 12.26	05/09/2016		D	15,000	(3) 09/11/2023	Common Stock 15,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Dupont Eric M 1609 HERITAGE COMMERCE COURT WAKE FOREST, NC 27587	EVP and CFO

Signatures

/s/ Eric Dupont 05/09/2016

**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) Includes 23,500 restricted shares of Common Stock as to which vesting was accelerated pursuant to that certain Agreement and Plan of Merger, dated as of February 24, 2016 (the "Merger Agreement"), by and among The Southern Company, PSMS Corp. and the Issuer, pursuant to which PSMS Corp. was merged with and into the Issuer and the Issuer was the continuing corporation in the merger and became a wholly-owned subsidiary of The Southern Company (the "Merger").

(2) Disposed of pursuant to the Merger Agreement. At the effective time of the Merger, each share of Issuer Common Stock was cancelled and converted into the right to receive \$18.75 in cash.

(3) Disposed of pursuant to the Merger Agreement. At the effective time of the Merger, these stock options were cancelled and converted into the right to receive the aggregate sum in cash equal to (1) the number of stock options, multiplied by (2) the excess of \$18.75 over the exercise price of the stock options. Of these stock options, 6,000 were fully vested and exercisable and vesting was accelerated with respect to the remaining 9,000.

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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