

Tewksbury Ted L III
 Form 4
 January 03, 2018

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)
 12/29/2017

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	12/29/2017		A ⁽¹⁾	4,612	\$ 2.0825	11,278	D

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

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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 Security (Instr. 3 and 4)	Amount or Number of Shares
Restricted Stock Units	(2)	01/03/2018		M	20,621	01/03/2018 ⁽³⁾ 01/04/2018	Common Stock	20,621
Stock Option	\$ 3.43					02/27/2018 ⁽⁴⁾ 02/27/2027	Common Stock	74,100
Restricted Stock Units	(2)					02/27/2018 ⁽⁵⁾ 02/28/2020	Common Stock	49,400

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/ Michael H. Port as
Attorney-in-Fact

01/03/2018

**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) Shares acquired through the Energy Focus, Inc. 2013 Employee Stock Purchase Plan.
 - (2) Each Restricted Stock Unit represents a contingent right to receive one share of Energy Focus, Inc. Common Stock.
 - (3) The Restricted Stock Units vest 100% on 01/03/2018.
 - (4) Date applies to one-third of the total. The remaining two-thirds vest in equal monthly installments thereafter over a two year period.
 - (5) 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.

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.