

BUELOW ROGER
Form 4
February 27, 2013

FORM 4

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

OMB APPROVAL

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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 *
BUELOW ROGER

(Last) (First) (Middle)
32000 AURORA ROAD
(Street)

SOLON, OH 44139

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

ENERGY FOCUS, INC/DE [EFOI]

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

02/26/2013

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)

Chief Technology Officer

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 (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)
Restricted Stock				(A) or (D) Price	39,153 ⁽¹⁾	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 of Underlying Shares
Stock Option	\$ 0.2349	02/26/2013		A	90,000 (4)	03/31/2014 ⁽³⁾ 02/26/2023 ⁽⁵⁾	Common Stock	90,000
Stock Option	\$ 10.64					07/01/2009 07/01/2015	Common Stock	25,000
Stock Option	\$ 6.06					12/06/2011 12/06/2017	Common Stock	25,000
Stock Option	\$ 0.5					08/05/2012 ⁽²⁾ 08/05/2021	Common Stock	200,000
Stock Option	\$ 1.07					01/18/2012 ⁽²⁾ 01/18/2021	Common Stock	75,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BUELOW ROGER 32000 AURORA ROAD SOLON, OH 44139			Chief Technology Officer	

Signatures

/s/ Roger Buelow
Date: 02/27/2013

**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) See Remarks section
- (2) 25% are exercisable on the date shown, which is the first anniversary following the grant date. The remaining 75% is exercisable in equal monthly installments over the following 36 months.
- (3) Options EARNED will vest as follows: 1/3rd on March 31, 2014, and the remaining 2/3rd's monthly over the following 24 months ending March 31, 2016.
- (4) 25% of target granted options are earned if 2013 revenues meet or exceed 85% of budget, and/or 75% of target granted options are earned if 2013 EBITDA meet or exceed 85% of budget.
- (5) Date applies to options EARNED. If the options granted are not EARNED, the option grants are terminated.

Remarks:

39,153 of the shares of Common Stock are subject to forfeiture and to restriction on transfer. Shares will be forfeited if the ind

The terms "service," "total and permanent disability," and "change in control" are defined in the Plan document. The term "tra

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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