

LIME ENERGY CO.

Form 4/A

August 18, 2015

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 *
Procell C Adam

(Last) (First) (Middle)

3 CONVERY BLVD., SUITE 600

(Street)

WOODBIDGE, NJ 07095

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

LIME ENERGY CO. [LIME]

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

01/05/2015

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

01/08/2015

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

CEO and President

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount		Price

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)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title		Amount or Number of Shares
Option to Purchase Common Stock ⁽¹⁾	\$ 2.89	01/05/2015	A		66,000		<u>(2)</u>	01/05/2025	Common Stock		66,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Procell C Adam 3 CONVERY BLVD., SUITE 600 WOODBIDGE, NJ 07095			CEO and President	

Signatures

Mary Colleen Brennan, as Attorney-in-Fact for C. Adam Procell 08/05/2015

 **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) This option grant was inadvertently reported in Table I as shares beneficially owned in the original Form 4 filed by the reporting person on January 8, 2015. This amendment is being filed to report the option grant in Table II as derivative securities beneficially owned.
- The reporting person was granted an option to purchase up to an aggregate of 66,000 shares of Common Stock. The option to purchase 22,000 shares of Common Stock will vest on each of January 5, 2016, January 5, 2017 and January 5, 2018. Such options will
- (2) immediately vest upon change of control of the Company or the involuntary termination of the reporting person for reasons other than cause, death or permanent disability. Such options were granted pursuant to the 2008 long-term incentive plan of the Company.

Remarks:

The Amendment includes as an exhibit the applicable power of attorney. Exhibit List Exhibit 24 - Power of Attorney.

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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