

NEUMAIER GERHARD J
Form SC 13G/A
February 14, 2012

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

SCHEDULE 13G/A
(Amendment No. 14)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES
13d-1(b) AND (c) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2(b)

ECOLOGY AND ENVIRONMENT, INC.
(Name of Issuer)

Class A Common Stock
(Class B Common Stock is Convertible into Class A Common Stock on a one-for-one basis)
(Title of Class of Securities)

278878 10 3
(CUSIP Number)

December 31, 2011
(Date of Event Which Requires Filing of this Statement)

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO.: 278878 10 3

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|----|---------------------------------------------------|---------------------|
| 1. | Name of Reporting Persons. | Gerhard J. Neumaier |
| 2. | Check the Appropriate Box if a Member of a Group. | Not Applicable. |
| 3. | Securities and Exchange Commission use only. | |
| 4. | Citizenship or Place of Organization. | United States |

NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH:

5.	Sole Voting Power	Class A(2) 412,907	Class B(1) 375,518
6.	Shared Voting Power	Class A -0-	Class B -0-
7.	Sole Dispositive Power	Class A 37,389	Class B -0-
8.	Shared Dispositive Power(3)	Class A 375,518	Class B(1) 375,518

(1)Class B Stock is convertible into Class A Stock on a one-for-one basis.

(2)Does not include 551 shares of Class A Common Stock owned by Mr. Neumaier's spouse, as to which he disclaims beneficial ownership. Includes 20,361 shares of Class A Common Stock owned by Mr. Neumaier's Individual Retirement Account. Does not include any shares of Class A Common Stock or Class B Common Stock held by Mr. Neumaier's adult children. Includes 2 shares of Class A Common Stock owned by a Partnership in which Mr. Neumaier is a general partner.

(3)Messrs. Gerhard J. Neumaier, Silvestro, Frank and Strobel entered into a Stockholders' Agreement dated May 12, 1970, as amended January 24, 2011, which governs the sale of certain shares of common stock owned by them and the children of those individuals. The Agreement provides that prior to accepting a bona fide offer to purchase the certain covered part of their shares, each party must first allow the other members to the Agreement the opportunity to acquire on a pro rata basis, with right of over-allotment, all of such shares covered by the offer on the same terms and conditions proposed by the offer.

9.	Aggregate Amount Beneficially Owned by Reporting Person:	Class A(2) 412,907	Class B 375,518
10.	Check box if the aggregate amount in Row 9 excludes certain shares.	*	
11.	Percent of Class Represented by Amount in Row 9:	Class A	Class B

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Common
Stock(2)
13.9%

Common
Stock
22.8%

12. Type of Reporting Person:

Individual

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C.

Schedule 13G

Under the Securities Exchange Act of 1934

Item 1(a):	Name of Issuer:	Ecology and Environment, Inc.	
Item 1(b):	Address of Issuer's Principal Executive Offices:	368 Pleasant View Drive Lancaster, New York	
Item 2(a):	Name of Person Filing:	Gerhard J. Neumaier	
Item 2(b):	Address of Principal Business Office:	368 Pleasant View Drive Lancaster, New York	
Item 2(c):	Citizenship:	United States	
Item 2(d):	Title of Class of Securities:	Class A Common Stock (Class B Common Stock is convertible into Class A Stock on a one-for-one basis)	
Item 2(e):	CUSIP Number:	278878 10 3	
Item 3:	Not Applicable		
Item 4(a):	Amount Beneficially Owned: (1) (2) (3) (4) (5)	Class A 412,907	Class B 375,518
Item 4(b):	Percent of Class:	Class A 13.9%	Class B 22.8%
Item 4(c)(i):	Sole Power to Vote or to direct the vote:	Class A 412,907	Class B 375,518
Item 4(c)(ii):	Shared Power to Vote or to direct the vote:	Class A -0-	Class B -0-
Item 4(c)(iii):	Sole Power to dispose or to direct the disposition of:	Class A 37,389	Class B -0-
Item 4(c)(iv):	Shared Power to dispose or to direct the disposition of:	Class A 375,518	Class B 375,518

(1) Class B Stock is convertible into Class A Stock on a one-for-one basis.

- (2) The Filing Person is deemed to be the beneficial owner of securities that may be acquired within 60 days through the exercise of exchange or conversion rights. The shares of Class A Common Stock issuable upon conversion by any such shareholder are not included in calculating the number of shares or percentage of Class A Common Stock beneficially owned by any other shareholder. Moreover, the table does not give effect to any shares of Class A Common Stock that may be issued pursuant to the Company's Incentive Stock Option Plan, none of which have been granted to the Filing Person.
- (3) Messrs. Gerhard J. Neumaier, Silvestro, Frank and Strobel entered into a Stockholders' Agreement dated May 12, 1970, as amended January 24, 2011, which governs the sale of certain shares of common stock owned by them and the children of those individuals. The Agreement provides that prior to accepting a bona fide offer to purchase the certain covered part of their shares, each party must first allow the other members to the Agreement the opportunity to acquire on a pro rata basis, with right of over-allotment, all of such shares covered by the offer on the same terms and conditions proposed by the offer.
- (4) There are 2,596,354 shares of Class A Common Stock outstanding and 1,643,773 shares of Class B Common Stock outstanding as of December 31, 2011.
- (5) Does not include 551 shares of Class A Common Stock owned by Mr. Neumaier's spouse, as to which he disclaims beneficial ownership. Includes 20,361 shares of Class A Common Stock owned by Mr. Neumaier's Individual Retirement Account. Does not include any shares of Class A Common Stock or Class B Common Stock held by Mr. Neumaier's adult children. Includes 2 shares of Class A Common Stock or Class B Common Stock owned by a Partnership in which Mr. Neumaier is a general partner.

Item 5: Ownership of Five Percent or Less of a Class:	Not Applicable
Item 6: Ownership of More than Five Percent on Behalf of Another Person:	Not Applicable
Item 7: Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:	Not Applicable
Item 8: Identification and Classification of Members of the Group:	Not Applicable
Item 9: Notice of Dissolution of Group:	Not Applicable
Item 10: Certification:	Not Applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2012

Signature: /s/ Gerhard J. Neumaier

Name/Title: Gerhard J. Neumaier, Director

