

KACKLEY JAMES R
 Form 4
 June 14, 2012

FORM 4

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

OMB APPROVAL

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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 *
KACKLEY JAMES R

2. Issuer Name and Ticker or Trading Symbol
**ORION ENERGY SYSTEMS, INC.
 [OESX]**

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
2210 WOODLAND DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/12/2012

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

MANITOWOC, WI 54220
 (City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | | | | | 197,976 | D | |
| Common Stock | | | | | 45,000 | I | By Spouse as trustee |

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

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 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 |
| Stock Options (right to buy) | \$ 2.03 | 06/12/2012 | | A | 26,646 | 06/12/2013 ⁽¹⁾ | 06/12/2022 | Common Stock | 26,646 |
| Stock Options (right to buy) | \$ 4.49 | | | | | 07/27/2008 ⁽²⁾ | 07/27/2017 | Common Stock | 10,000 |
| Stock Options (right to buy) | \$ 11.61 | | | | | 05/19/2009 ⁽³⁾ | 05/19/2018 | Common Stock | 14,850 |
| Stock Options (right to buy) | \$ 3.78 | | | | | 05/19/2010 ⁽⁴⁾ | 05/19/2019 | Common Stock | 10,580 |
| Stock Options (right to buy) | \$ 3.49 | | | | | ⁽⁵⁾ | 08/03/2019 | Common Stock | 35,000 |
| Stock Options (right to buy) | \$ 3.46 | | | | | 05/18/2011 ⁽⁶⁾ | 05/18/2020 | Common Stock | 19,910 |
| Stock Options (right to buy) | \$ 4.19 | | | | | 05/23/2012 ⁽⁷⁾ | 05/23/2021 | Common Stock | 22,040 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KACKLEY JAMES R
2210 WOODLAND DRIVE X
MANITOWOC, WI 54220

Signatures

/s/ Steven R. Barth, Attorney-in-Fact for James R.
Kackley

06/14/2012

__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) Grant to reporting person of option to buy shares under the 2004 Stock and Incentive Awards Plan. This option, granted June 12, 2012, vests and becomes exercisable in three equal installments on June 12, 2013, 2014 and 2015, respectively.
- (2) Grant to reporting person of option to buy shares under the 2004 Stock and Incentive Awards Plan. This option, granted July 27, 2007, became fully exercisable on July 27, 2008.
- (3) Grant to reporting person of option to buy shares under the 2004 Stock and Incentive Awards Plan. This option, granted May 19, 2008, became fully exercisable on May 19, 2011.
- (4) Grant to reporting person of option to buy shares under the 2004 Stock and Incentive Awards Plan. This option, granted May 19, 2009, became fully exercisable on May 19, 2012.
- (5) Grant to reporting person of option to buy shares under the 2004 Stock and Incentive Awards Plan. This option, granted August 3, 2009, vests and becomes exercisable upon any termination of employment other than a termination for cause.
- (6) Grant to reporting person of option to buy shares under the 2004 Stock and Incentive Awards Plan. This option, granted May 18, 2010, vests and becomes exercisable in three equal installments on May 18, 2011, 2012 and 2013, respectively.
- (7) Grant to reporting person of option to buy shares under the 2004 Stock and Incentive Awards Plan. This option, granted May 23, 2011, vests and becomes exercisable in three equal installments on May 23, 2012, 2013 and 2014, respectively.

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.