

DAVENPORT JOHN
Form 4
February 28, 2013

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 *
DAVENPORT JOHN

(Last) (First) (Middle)

ENERGY FOCUS, INC., 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
 Officer (give title below) Other (specify below)

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			
Restricted Stock					223,725 ⁽⁵⁾	D	
Common Stock					71,557	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)

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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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Stock option	\$ 0.2349	02/26/2013		A	20,000 (2)	03/31/2014 ⁽³⁾	02/26/2023 ⁽⁴⁾	Common Stock	20
Warrant for Common Stock	\$ 1.97					03/14/2008	03/14/2013	Common Stock	15
Warrant for Common Stock	\$ 0.01					12/30/2009	12/30/2014	Common Stock	12
Stock option	\$ 7.23					12/04/2007	12/04/2013	Common Stock	20
Stock option	\$ 7.23					05/19/2008	05/19/2014	Common Stock	20
Stock option	\$ 6.36					04/19/2011	04/19/2017	Common Stock	50
Stock option	\$ 2					05/06/2012	05/06/2018	Common Stock	100
Stock option	\$ 9.6					06/28/2010	06/28/2015	Common Stock	59
Stock option	\$ 1.07					01/18/2012 ⁽¹⁾	01/18/2021	Common Stock	75

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAVENPORT JOHN ENERGY FOCUS, INC. 32000 AURORA ROAD SOLON, OH 44139	X			

Signatures

/s/ John
Davenport

02/28/2013

__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) 25% is 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.
 - (2) 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.
 - (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) Date applies to options EARNED. If the options granted are not EARNED, the option grants are terminated.
 - (5) See Remarks section.

Remarks:

223,725 of the shares of Common Stock are subject to forfeiture and to restriction on transfer. Shares will be forfeited if the in

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

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