Verfuerth Neal R Form 4 November 08, 2010

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB 3235-0287

Number:

Expires:

January 31, 2005

0.5

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Verfuerth Neal R Issuer Symbol ORION ENERGY SYSTEMS, INC. (Check all applicable) [OESX] (Last) (First) (Middle) 3. Date of Earliest Transaction \_X\_ Director 10% Owner \_X\_\_ Officer (give title \_ Other (specify (Month/Day/Year) below) 2210 WOODLAND DRIVE 11/05/2010 Chief Executive Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting MANITOWOC, WI 54220 Person

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	rities Acqui	red, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit ord Dispos (Instr. 3, 4)	(A) or	Price	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)
Common Stock	11/05/2010		S <u>(1)</u>	26,380	D	\$ 3.4289 (2)	746,946	I	By Spouse
Common Stock	11/08/2010		S <u>(1)</u>	23,620	D	\$ 3.4064 (3)	723,326	I	By Spouse
Common Stock							1,807,861	D	

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

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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. Dr.Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pri Deriv Secur (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (right to buy)	\$ 2.2					<u>(4)</u>	12/20/2016	Common Stock	204,546	
Stock Options (right to buy)	\$ 4.49					<u>(5)</u>	07/27/2011	Common Stock	180,958	
Stock Options (right to buy)	\$ 5.35					<u>(6)</u>	08/08/2018	Common Stock	108,911	
Stock Options (right to buy)	\$ 3.78					<u>(7)</u>	05/19/2019	Common Stock	35,276	
Stock Options (right to buy)	\$ 3.46					(8)	05/18/2020	Common Stock	34,207	
Stock Options (right to buy)	\$ 2.2					<u>(4)</u>	12/20/2016	Common Stock	20,000	
Stock Options (right to buy)	\$ 4.49					<u>(5)</u>	07/27/2011	Common Stock	125,974	

Stock Options (right to

buy)

\$ 5.35

<u>(6)</u> 08/08/2018

Common Stock

1,650

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Verfuerth Neal R

2210 WOODLAND DRIVE X Chief Executive Officer

MANITOWOC, WI 54220

# **Signatures**

c/o Steven R. Barth,

Attorney-in-Fact 11/08/2010

\*\*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) All shares were sold by Mrs. Verfuerth, and not by Mr. Verfuerth.
- The price in Column 4 is a weighted average price. The prices actually received ranged from \$3.40 to \$3.52. The reporting person has (2) provided to the issuer, and will provide to any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range for all transactions reported in this Form 4 utilizing an average weighted price.
- The price in Column 4 is a weighted average price. The prices actually received ranged from \$3.36 to \$3.45. The reporting person has (3) provided to the issuer, and will provide to any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range for all transactions reported in this Form 4 utilizing an average weighted price.
- (4) Grant to reporting person of option to buy shares under the 2004 Equity Incentive Plan. This option, granted December 20, 2006, vests and becomes exercisable in 20% increments on December 20, 2007, 2008, 2009, 2010 and 2011, respectively.
- (5) 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.
- (6) Grant to reporting person of option to buy shares under the 2004 Stock and Incentive Awards Plan. This option, granted August 8, 2008, vests and becomes exercisable in 20% increments on August 8, 2009, 2010, 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 19, 2009, vests and becomes exercisable in 20% increments on May 19, 2010, 2011, 2012, 2013 and 2014, respectively.
- (8) 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 20% increments on May 18, 2011, 2012, 2013, 2014 and 2015, 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.

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