Jensen Scott R Form 4 May 31, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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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 30(h) of the Investment Company Act of 1940

may continue. See Instruction 1(b).

obligations

(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 Jensen Scott R Issuer Symbol ORION ENERGY SYSTEMS, INC. (Check all applicable) [OESX] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify X_ Officer (give title (Month/Day/Year) below) 2210 WOODLAND DRIVE 05/28/2013 Chief Financial 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) (Z	Zip) Table	e I - Non-D	erivative S	ecuritie	s Acq	uired, Disposed o	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. Transaction Code (Instr. 8)	4. Securition(A) or Dis (D) (Instr. 3, 4	sposed o	of	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
		(Month/Day/Tear)	Code V	Amount	(A) or	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Stock	05/28/2013		A(1)	18,594	A 5	\$ 0	43,094	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)

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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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			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)	06/18/2022	Common Stock	25,000	
Stock Options (right to buy)	\$ 2.25					(3)	08/30/2014	Common Stock	7,000	
Stock Options (right to buy)	\$ 2.2					<u>(4)</u>	03/01/2017	Common Stock	25,000	
Stock Options (right to buy)	\$ 5.35					<u>(5)</u>	08/08/2018	Common Stock	16,502	
Stock Options (right to buy)	\$ 3.78					<u>(6)</u>	05/19/2019	Common Stock	11,759	
Stock Options (right to buy)	\$ 5.44					<u>(7)</u>	02/05/2020	Common Stock	100,000	
Stock Options (right to buy)	\$ 3.46					<u>(8)</u>	05/18/2020	Common Stock	10,329	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

Reporting Owners 2

Jensen Scott R 2210 WOODLAND DRIVE MANITOWOC, WI 54220

Chief Financial Officer

Signatures

/s/ Steven R. Barth, Attorney-in-Fact for Scott R. Jensen

05/31/2013

**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) Restricted stock granted to the reporting person under the 2004 Stock and Incentive Awards Plan. The restricted stock vests and becomes exercisable 1/3 per year on May 28, 2014, 2015 and 2016, respectively.
- (2) Grant to reporting person of option to buy shares under the 2004 Stock and Incentive Awards Plan. This option, granted June 18, 2012, vests and becomes exercisable in 20% increments on June 18, 2013, 2014, 2015, 2016 and 2017, respectively.
- (3) Grant to reporting person of option to buy shares under the 2003 Stock Option Plan. This option, granted August 30, 2004, vests as to 4,000 shares on each of March 31, 2008 and 2009, respectively.
- (4) Grant to reporting person of option to buy shares under the 2004 Stock and Incentive Awards Plan. This option, granted March 1, 2007, vests and becomes exercisable in 20% increments on March 1, 2008, 2009, 2010, 2011 and 2012, respectively.
- (5) 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.
- (6) 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.
- (7) Grant to reporting person of option to buy shares under the 2004 Stock and Incentive Awards Plan. This option, granted February 5, 2010, vests and becomes exercisable in 20% increments on February 5, 2011, 2012, 2013, 2014 and 2015, 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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