

Hannon Armstrong Sustainable Infrastructure Capital, Inc.  
 Form 4  
 March 18, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
**Herron J Brendan**

2. Issuer Name and Ticker or Trading Symbol  
**Hannon Armstrong Sustainable Infrastructure Capital, Inc. [HASI]**

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

(Last) (First) (Middle)  
**1906 TOWNE CENTRE BLVD.  
 SUITE 370**  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**03/17/2015**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**EVP & CFO**

**ANNAPOLIS, MD 21401**

(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		
				Code	V	Amount	
Common stock, par value \$0.01 per share	03/17/2015		A	20,325	A	\$ 0 (1)	149,193 (2) D
Common stock, par value \$0.01 per share	03/17/2015		A	39,570	A	\$ 0 (3)	188,763 (2) 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. 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Herron J Brendan 1906 TOWNE CENTRE BLVD. SUITE 370 ANNAPOLIS, MD 21401			EVP & CFO	

## Signatures

/s/ Brendan Herron 03/18/2015

\*\*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) On March 17, 2015, the reporting person was granted 20,325 shares of restricted Common Stock that were issued pursuant to the 2013 Hannon Armstrong Sustainable Infrastructure Capital Inc. Equity Incentive Plan (the "Plan"). The shares vest on December 31, 2016.
- Excludes 135,938 limited partnership units ("OP units") in Hannon Armstrong Sustainable Infrastructure, L.P., the Issuer's operating partnership subsidiary (the "Partnership"), of which the Issuer is the general partner, held by the reporting person, which are redeemable for cash or at the option of the Issuer for shares of Common Stock of the Issuer on a one-for-one basis. Concurrently with the closing of the Issuer's initial public offering on April 23, 2013, 129,524 OP units were issued to the Reporting Person pursuant to the terms of the partnership agreement of the Partnership upon conversion of the reporting person's existing limited partnership interest in the Partnership. As part of the same transaction, but 30 days after the initial issuance, an additional 6,414 OP units were issued to the reporting person.
- (3)

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On March 17, 2015, the reporting person was granted 39,570 shares of restricted Common Stock that were issued pursuant to the Plan. The shares will vest upon the later of (i) December 31, 2017 and (ii) the achievement of certain dividend growth targets. The grant is being reported here for informational purposes only.

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.