

ELECTRIC CITY CORP
 Form 4/A
 July 13, 2006

FORM 4

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

OMB APPROVAL

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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 *
 ASPLUND DAVID R

(Last) (First) (Middle)

1280 LANDMEIER RD

(Street)

ELK GROVE VILLAGE, IL 60007

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 ELECTRIC CITY CORP [ELCY]

3. Date of Earliest Transaction
 (Month/Day/Year)
 06/12/2006

4. If Amendment, Date Original Filed(Month/Day/Year)
 06/14/2006

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___X___ 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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SEC 1474
 (9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount	
			Code	(A)	(D)			Shares	
Option to purchase Electric City Corp Common Stock	\$ 0.62 ⁽¹⁾	06/12/2006	A ⁽²⁾	1,000,000 ⁽¹⁾		01/22/2007	01/22/2016	Electric City Corp Common Stock	1,000,000
Option to purchased Electric City Corp Common Stock	⁽³⁾	06/12/2006	A ⁽²⁾	1,500,000 ⁽¹⁾		01/22/2008	01/22/2016	Electric City Corp Common Stock	1,500,000
Options to purchase Electric City Corp Common Stock	⁽⁴⁾	06/12/2006	A ⁽²⁾	1,500,000 ⁽¹⁾		01/22/2009	01/22/2016	Electric City Corp Common Stock	1,500,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ASPLUND DAVID R 1280 LANDMEIER RD ELK GROVE VILLAGE, IL 60007			CEO	

Signatures

Tammy Koeller, by power of attorney
 07/13/2006
 **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) Quantities and exercise prices have not been adjusted for the 1 for 15 reverse split effected on June 15, 2006
- (2) Issued pursuant to employment agreement.
- The exercise price shall be at a price per share equal to the higher of (x) the average closing price of the Company's common stock as measured over the thirty (30) trading day period prior to January 22,2007 or (y) the closing price of the Company's common stock on January 22, 2007

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- (4) shall be at a price per share equal to the higher of (x) the average closing price of the Company's common stock as measured over the thirty (30) trading day period prior to January 22,2008 or (y) the closing price of the Company's common stock on January 22,2008.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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