

KACKLEY JAMES R
Form 4
May 30, 2013

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
KACKLEY JAMES R

2. Issuer Name **and** Ticker or Trading
Symbol
ORION ENERGY SYSTEMS, INC.
[OESX]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
2210 WOODLAND DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/28/2013

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President and COO

MANITOWOC, WI 54220

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

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | | | | | 207,976 | D | |
| Common Stock | | | | | 45,000 | I | By Spouse as trustee |

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 Securities (Instr. 3 and 4) | | | |
|---|--|---|---|--------------------------------------|--|--|-----|---|--------------------|-----------------|-------------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (right to buy) | \$ 4.49 | | | | | | | 07/27/2008 ⁽¹⁾ | 07/27/2017 | Common Stock | 10,000 |
| Stock Options (right to buy) | \$ 11.61 | | | | | | | 05/19/2009 ⁽²⁾ | 05/19/2018 | Common Stock | 14,850 |
| Stock Options (right to buy) | \$ 3.78 | | | | | | | 05/19/2010 ⁽³⁾ | 05/19/2019 | Common Stock | 10,580 |
| Stock Options (right to buy) | \$ 3.49 | | | | | | | ⁽⁴⁾ | 08/03/2019 | Common Stock | 35,000 |
| Stock Options (right to buy) | \$ 3.46 | | | | | | | 05/18/2011 ⁽⁵⁾ | 05/18/2020 | Common Stock | 19,912 |
| Stock Options (right to buy) | \$ 4.19 | | | | | | | 05/23/2012 ⁽⁶⁾ | 05/23/2021 | Common Stock | 22,040 |
| Stock Options (right to buy) | \$ 2.03 | | | | | | | 06/12/2013 ⁽⁷⁾ | 06/12/2022 | Common Stock | 26,640 |
| Stock Options (right to buy) | \$ 2.41 | 05/28/2013 | | A | | 36,568 | | 12/31/2013 ⁽⁸⁾ | 05/28/2023 | Common Stock | 36,568 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KACKLEY JAMES R 2210 WOODLAND DRIVE MANITOWOC, WI 54220 | X | | President and COO | |

Signatures

/s/ Steven R. Barth, Attorney-in-Fact for James R.
Kackley

05/30/2013

__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) 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.
- (2) Grant to reporting person of option to buy shares under the 2004 Stock and Incentive Awards Plan. This option, granted May 19, 2008, vests and becomes exercisable in three equal installments on May 19, 2009, 2010 and 2011, respectively.
- (3) 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 three equal installments on May 19, 2010, 2011 and 2012, respectively.
- (4) Grant to reporting person of option to buy shares under the 2004 Stock and Incentive Awards Plan. This option, granted August 3, 2009, vests and becomes exercisable upon any termination of employment other than a termination for cause.
- (5) 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 three equal installments on May 18, 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 23, 2011, vests and becomes exercisable in three equal installments on May 23, 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 June 12, 2012, vests and becomes exercisable in three equal installments on June 12, 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 28, 2013, vests and becomes exercisable in three equal installments on December 31, 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.

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