

Integrated Electrical Services, Inc.
 Form 4
 April 20, 2016

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 *
Makode Gail D

2. Issuer Name and Ticker or Trading Symbol
Integrated Electrical Services, Inc. [IESC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
04/18/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, GC & Secretary

ONE SOUND SHORE DR, SUITE 304

(Street)

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

GREENWICH, CT 06830

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock <u>(1)</u> <u>(2)</u>	04/18/2016		M		8,547 A \$ 5.76	44,439	D
Common Stock <u>(2)</u>	04/18/2016		S		8,547 D \$ 14.53	35,892	D
Common Stock <u>(1)</u> <u>(2)</u>	04/19/2016		M		3,953 A \$ 5.76	39,845	D
Common Stock <u>(2)</u>	04/19/2016		S		3,953 D \$ 14.5	35,892	D

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

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(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 (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)	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 5.76	04/18/2016		M	8,547	05/01/2013 ⁽²⁾⁽⁴⁾ 05/01/2023	Common Stock	8,547
Stock Option (Right to Buy)	\$ 5.76	04/19/2016		M	3,953	05/01/2013 ⁽²⁾⁽⁴⁾ 05/01/2023	Common Stock	3,953

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Makode Gail D ONE SOUND SHORE DR, SUITE 304 GREENWICH, CT 06830			SVP, GC & Secretary	

Signatures

/s/Gail D.
Makode 04/20/2016
**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).

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- (1) Represents common stock received from the exercise of stock options granted pursuant to the Integrated Electrical Services, Inc. 2006 Equity Incentive Plan (as amended and restated).
- (2) The exercise of options and sale of shares were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person in March 2016.
The price reported in Column 4 for 4/18/2016 entry is a weighted average price for shares sold in multiple transactions at prices ranging from \$14.50 to \$14.64, inclusive. The reporting person undertakes to provide to IES, any security holder of IES, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (3) The date indicated is the first vesting date for all Column 6 transactions. All options traded on 4/18/2016 and 4/19/2016, with an exercise price of \$5.76, vested on the second anniversary of the grant date.
- (4) The price reported in Column 8 reflects that the stock options were granted to the employee pursuant to the Integrated Electrical Services, Inc. 2006 Equity Incentive Plan (as amended and restated).
- (5)

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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