

Scribante John H
 Form 4
 May 31, 2013

FORM 4

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

OMB APPROVAL

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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 *
 Scribante John H

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)
 Chief Executive Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 05/28/2013 | | A ⁽¹⁾ | 95,883 | A \$ 0 | 145,883 | D |
| Common Stock | | | | | | 25,000 | I By TMS Trust ⁽²⁾ |
| Common Stock | | | | | | 23,815 | I By Garden Villa on 3rd LLC |

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

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 or Deriv Secur (Instr. 3) | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|------------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (right to buy) | \$ 2.25 | | | | | <u>(3)</u> | 07/31/2014 | Common Stock | 25,000 |
| Stock Options (right to buy) | \$ 2.5 | | | | | <u>(4)</u> | 06/02/2016 | Common Stock | 40,000 |
| Stock Options (right to buy) | \$ 5.35 | | | | | <u>(5)</u> | 08/08/2018 | Common Stock | 21,452 |
| Stock Options (right to buy) | \$ 3.78 | | | | | <u>(6)</u> | 05/19/2019 | Common Stock | 11,759 |
| Stock Options (right to buy) | \$ 3.01 | | | | | <u>(7)</u> | 09/01/2019 | Common Stock | 250,000 |
| Stock Options (right to buy) | \$ 3.46 | | | | | <u>(8)</u> | 05/18/2020 | Common Stock | 16,731 |
| Stock Options (right to buy) | \$ 2.03 | | | | | <u>(9)</u> | 06/12/2022 | Common Stock | 100,000 |
| | \$ 1.62 | | | | | <u>(10)</u> | 11/12/2022 | | 100,000 |

Stock
Options
(right to
buy)

Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Scribante John H 2210 WOODLAND DRIVE MANITOWOC, WI 54220 | X | | Chief Executive Officer | |

Signatures

/s/ Steven R. Barth, Attorney-in-Fact for John H. Scribante 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) By the John H. Scribante and Tina M. Scribante TR UA 06/05/01 TMS Trust.
- (3) Grant to reporting person of option to buy shares under the 2003 Stock Option Plan. This option, granted July 31, 2004, became fully exercisable on March 31, 2010.
- (4) Grant to reporting person of option to buy shares under the 2004 Stock and Incentive Awards Plan. This option, granted June 2, 2006, became fully exercisable on March 31, 2011.
- (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 September 1, 2009, will vest and become exercisable in 50,000 share increments when the average trading price of the Issuer's common stock equals or exceeds \$4.00, \$5.00, \$6.00, \$7.00 and \$ 8.00 per share.
- (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.
- (9) 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 20% increments on June 12, 2013, 2014, 2015, 2016 and 2017, respectively.
- (10) Grant to reporting person of option to buy shares under the 2004 Stock and Incentive Awards Plan. This option, granted November 12, 2012, vests and becomes exercisable in three equal installments on November 12, 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.