

Sennesael Kris
 Form 4
 April 12, 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 *
 Sennesael Kris

2. Issuer Name and Ticker or Trading Symbol
 Enphase Energy, Inc. [ENPH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1420 NORTH MCDOWELL BLVD.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/10/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP and CFO

PETALUMA, CA 94954

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 04/10/2013 | | A | 5,000 A \$ 0 (1) | 155,000 | 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)

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| 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) ⁽²⁾ | \$ 6.1 | 04/10/2013 | | A | 10,000 | 10/10/2013 ⁽³⁾ 04/09/2020 | Common Stock | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sennesael Kris 1420 NORTH MCDOWELL BLVD. PETALUMA, CA 94954 | | | VP and CFO | |

Signatures

/S/ Taylor Browning,
Attorney-in-fact

04/12/2013

Date

**Signature of Reporting Person

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).
- Each restricted stock unit ("RSU") is granted pursuant to the 2011 Equity Incentive Plan, and represents a contingent right to receive one share of Common Stock of the Issuer. The shares subject to the RSU award vest over a four-year period, with 12.5% of the RSU's
- (1) (rounded down to the nearest whole share) vesting on November 15, 2013 (the "VCD"); thereafter, 6.25% of the RSU's (rounded down to the nearest whole share, except for the last vesting installment) shall vest on each quarterly anniversary of the VCD, provided that the Reporting Person provides Continuous Service, as defined in the 2011 Equity Incentive Plan.
 - (2) Issued pursuant to the Issuer's 2011 Equity Incentive Plan.
 - (3) The shares subject to the stock option vest over a four-year period commencing April 10, 2013, with 12.5% of the shares vesting on October 10, 2013; thereafter, the balance of the shares subject to the option vests in a series of 42 equal successive monthly installments for so long as the Reporting Person provides Continuous Service, as defined in the 2011 Equity Incentive Plan.

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.