

Wooten M Rhem
Form 4
April 25, 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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Wooten M Rhem

2. Issuer Name **and** Ticker or Trading
Symbol

Hannon Armstrong Sustainable
Infrastructure Capital, Inc. [HASI]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

1906 TOWNE CENTRE
BLVD., SUITE 370

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/23/2013

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Executive Vice President

ANNAPOLIS, MD 21401

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Restricted Stock Units	04/23/2013		A	48,994	A	\$ 0 (1)	49,119 (2) D
Common stock, par value \$0.01 per share	04/23/2013		A	43,714	A	\$ 0 (3)	92,833 D
Common stock, par value \$0.01 per share	04/23/2013		P	24,000	A	\$ 12.5	24,000 (4) I By spouse

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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 (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 of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Wooten M Rhem
1906 TOWNE CENTRE BLVD.
SUITE 370
ANNAPOLIS, MD 21401

Executive Vice President

Signatures

M. Rhem Wooten, by Alexander MacRae, his
Attorney-in-fact

04/25/2013

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).

On April 23, 2013, the reporting person was awarded 48,994 Restricted Stock Units ("RSU") pursuant to the Restricted Stock Unit Award Agreement dated April 23, 2013 between the issuer and the reporting person, which represent the right to receive one share of common stock of the issuer for each RSU on October 23, 2013.

(2) Includes 125 shares of common stock of the issuer previously reported by the reporting person.

On April 23, 2013, the reporting person was granted 43,714 shares of restricted common stock of the issuer that were issued pursuant to the Hannon Armstrong Sustainable Infrastructure Capital Inc. Equity Incentive Plan. The shares vest as to one fourth on April 23, 2014, one fourth on April 23, 2015, one fourth on April 23, 2016 and one fourth on April 23, 2017.

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- (4) These shares are held by the reporting person's spouse. The reporting person disclaims ownership other than to the extent of his pecuniary interest.

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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