

Wooten M Rhem
Form 4
May 11, 2018

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 *
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)
05/09/2018

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
EVP

ANNAPOLIS, MD 21401

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 (A) or (D) Price | | |
| Common stock, par value \$0.01 per share | 05/09/2018 | | F | | \$ 63,822 (1) | D | 228,318 (3) (4) |
| Common stock, par value \$0.01 per share | | | | | 29,345 (5) | I | By spouse |

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)

| 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. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|
| | | | | 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

EVP

Signatures

/s/ M. Rhem
Wooten 05/09/2018

**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) Consists of shares of Common Stock withheld by the issuer, with approval of the issuer's Board of Directors, in order to satisfy the tax withholding obligation of the reporting person in connection with the vesting of 131,594 shares of Common Stock.
 - (2) Represents the closing price of the Common Stock on May 9, 2018.
 - (3) In a prior Form 4, dated March 17, 2017, the reporting person reported for informational purposes an award of up to a maximum of 39,000 Restricted Stock Units ("RSUs") under the Company's 2013 Equity Incentive Plan, as amended, which represented the right to receive one share of Common Stock for each RSU at vesting. As then disclosed, the number of RSUs to be awarded ranged from zero to 39,000 based on the Company's performance relative to the return targets, and the amount reported assumed the reporting person receives the maximum possible grant. The reporting person retired as an officer of the Company, effective on April 30, 2018. On May 9, 2018, following his retirement and execution and effectiveness of the waiver provisions under a letter agreement between the Company and the

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reporting person, 19,500 of those previously reported RSUs were awarded to the reporting person and converted into fully vested Common Stock at a 1-to-1 ratio.

- (4) The reporting person's beneficial ownership amount excludes the 19,500 RSUs that will not be awarded to the reporting person and will not vest and convert into fully vested Common Stock.
- (5) 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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