

CECO ENVIRONMENTAL CORP

Form 4

December 28, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Lang Jeffrey

2. Issuer Name and Ticker or Trading Symbol
CECO ENVIRONMENTAL CORP
[CECE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1701 SAVANNAH DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/23/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO and President

MCKINNEY, TX 75070
(City) (State) (Zip)

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

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	(D)	Price
Common Stock	12/23/2016		M		5,928	A	\$ 3.78
							151,957
Common Stock	12/23/2016		S		5,928	D	\$ 14.3108
							(1) 146,029
Common Stock	12/27/2016		M		4,072	A	\$ 3.78
							150,101
Common Stock	12/27/2016		S		4,072	D	\$ 14.3
							146,029
Common Stock	12/28/2016		M		10,000	A	\$ 3.78
							156,029

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Common Stock	12/28/2016		S	10,000	D	\$ 14.2293 (2)	146,029	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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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. Amount or Number of Shares
Stock Option (right to buy)	\$ 3.78	12/23/2016		M	5,928	(3) 02/15/2020	Common Stock	5,928
Stock Option (right to buy)	\$ 3.78	12/27/2016		M	4,072	(3) 02/15/2020	Common Stock	4,072
Stock Option (right to buy)	\$ 3.78	12/28/2016		M	10,000	(3) 02/15/2020	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lang Jeffrey 1701 SAVANNAH DRIVE MCKINNEY, TX 75070	X		CEO and President	

Signatures

/s/ Jeff Lang

12/28/2016

**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).

(1) Price reflects a weighted average price for multiple transactions that ranged from \$14.30 to \$14.34 per share. The Reporting Person undertakes to provide, upon request by the Commission Staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(2) Price reflects a weighted average price for multiple transactions that ranged from \$14.09 to \$14.38 per share. The Reporting Person undertakes to provide, upon request by the Commission Staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(3) This option is fully vested.

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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