

Midwest Energy Emissions Corp.
Form 4
June 18, 2014

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 *
MacPherson Richard

2. Issuer Name and Ticker or Trading Symbol
Midwest Energy Emissions Corp.
[MEEC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

34 CEDARBANK TERRACE

06/16/2014

(Street)

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

HALIFAX, A5 B3P 2TR

(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 | 06/16/2014 | | A | | 346,518 ⁽¹⁾ | A | \$ 1.1 18,225,871 | I | By 3253517 Nova Scotia Limited ⁽²⁾ |
| Common Stock | 06/17/2014 | | S | | 420,000 ⁽³⁾ | D | \$ 0.48 17,805,871 | I | By 3253517 Nova Scotia Limited |
| | 06/17/2014 | | S | | | D | 17,766,871 | I | |

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| | | | | | | | | | | |
|--------------|------------|--|---------------|----------------|----|------|------|------------|--|--|
| Common Stock | | | 40,000 (3) | | \$ | 0.92 | | | By 3253517 Nova Scotia Limited | |
| Common Stock | 06/17/2014 | | S | 454,833 (3) | D | \$ | 0.71 | 17,311,038 | I | By 3253517 Nova Scotia Limited |
| Common Stock | 06/17/2014 | | S | 130,000 (3) | D | \$ | 0.33 | 17,181,038 | I | By 3253517 Nova Scotia Limited |
| Common Stock | 06/17/2014 | | S | 67,805 (4) | D | \$ | 1 | 17,113,233 | I | By 3253517 Nova Scotia Limited |
| Common Stock | 06/17/2014 | | S | 150,000 (4) | D | \$ | 1 | 16,963,233 | I | By 3253517 Nova Scotia Limited |
| Common Stock | 06/17/2014 | | S | 200,000 (4) | D | \$ | 1 | 16,763,233 | I | By 3253517 Nova Scotia Limited |
| Common Stock | | | | | | | | 506,920 | D | |

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

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(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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|

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| | | 5) | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
|----------|--------|------------|--|--|------|---|-----|-----|------------------|-----------------|--------------|----------------------|
| Warrants | \$ 1.1 | 06/16/2014 | | | A | | | | 06/16/2014 | 06/16/2019 | Common Stock | 346,518 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MacPherson Richard 34 CEDARBANK TERRACE HALIFAX, A5 B3P 2TR | X | | X | |

Signatures

/s/ Richard
MacPherson 06/18/2014
 **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) Pursuant to a Debt Conversion Agreement entered into with the Issuer, certain debt due and owing to the Reporting Person in the amount of \$381,169.35 was converted into 346,518 Units of the Issuer at a conversion price of \$1.10 per Unit with each Unit consisting of one share of common stock, and a five-year warrant to purchase one additional share of common stock at an exercise price of \$1.10 per share.
 - (2) The Reporting Person is the controlling principal of 3253517 Nova Scotia Limited.
 - (3) On June 17, 2014, 3253517 Nova Scotia Limited effected a transfer of 420,000, 40,000, 454,833 and 130,000 shares of common stock to three transferees in private transactions for consideration consisting of loan repayments.
 - (4) On June 17, 2014, 3253517 Nova Scotia Limited effected a transfer of 67,805, 150,000 and 200,000 shares of common stock to three purchasers in private sales transactions for cash consideration.

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.