

Hilliard Eric
 Form 4
 February 27, 2013

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 *
 Hilliard Eric

(Last) (First) (Middle)
 32000 AURORA ROAD
 (Street)

SOLON, OH 44139
 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 ENERGY FOCUS, INC/DE [EFOI]

3. Date of Earliest Transaction (Month/Day/Year)
 02/26/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4)
Restricted Stock				(A) or (D) Price	42,508 ⁽¹⁾	D	
Common Stock				(A) or (D) Price	15,705	D	

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

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(5) Date applies to options EARNED. If the options granted are not EARNED, the option grants are terminated.

Remarks:

42,508 of the shares of Common Stock are subject to forfeiture and to restriction on transfer. Shares will be forfeited if the ind

The terms "service," "total and permanent disability," and "change in control" are defined in the Plan document. The term "tra

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