## Edgar Filing: Fehsenfeld Fred M Jr - Form 4

Fehsenfeld Fred M Jr Form 4 May 11, 2010 FORM 4 Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	VNERSHIP OFSimple 3235-0287 Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per responsege Act of 1934, of 1935 or Section0.5				
(Print or Type Responses)					
1. Name and Address of Reporting Person <u>*</u> Fehsenfeld Fred M Jr	2. Issuer Name <b>and</b> Ticker or Trading Symbol Heritage-Crystal Clean, Inc. [HCCI]	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)	3. Date of Earliest Transaction	(Check all applicable)			
5400 WEST 86TH STREET, PO BOX 68123	(Month/Day/Year) 05/07/2010	X_ DirectorX_ 10% Owner Officer (give title Other (specify below) below)			
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	<ol> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ol>			
INDIANAPOLIS, IN 43268		Form filed by More than One Reporting Person			
(City) (State) (Zip)	Table I - Non-Derivative Securities Advised to the securities advised to	equired, Disposed of, or Beneficially Owned			
(Instr. 3) any	ion Date, if TransactionAcquired (A) or Code Disposed of (D) n/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)	5. Amount of Securities6. Ownership Form: Direct7. Nature of IndirectBeneficially Owned(D) or Indirect (I)Beneficial OwnershipFollowing Reported(Instr. 4)(Instr. 4)			
Common 05/07/2010	(A) or Code V Amount (D) Price A 2,582 A © 0	Transaction(s) (Instr. 3 and 4)			
Stock 05/07/2010	A $\frac{2,362}{(1)}$ A \$0	1,005,547 D			
Common Stock		10,000 I See Footnote $\frac{(2)}{2}$			

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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Unde Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships				
I O	Director	10% Owner	Officer	Other	
Fehsenfeld Fred M Jr 5400 WEST 86TH STREET PO BOX 68123 INDIANAPOLIS, IN 43268	Х	Х			
Signatures					
/s/ Samuel C. Schlessinger, Attorney-in-Fact		05	/11/2010	)	
**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) Restricted stock award which vests fully on the first anniversary of the date of grant.
- (2) Includes 2,000 shares purchased by Mr. Fehsenfeld's spouse and 4,000 shares purchased by each of two of Mr. Fehsenfeld's children in the issuer's Direct Placement in connection with the issuer's initial public offering.

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.