

LIME ENERGY CO.
Form 4
March 02, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
CAREY WILLIAM RUSSELL JR

(Last) (First) (Middle)

2202 NORTH WEST SHORE
BLVD, 5TH FLOOR

(Street)

TAMPA, FL 33607

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
LIME ENERGY CO. [LIME]

3. Date of Earliest Transaction
(Month/Day/Year)
02/27/2009

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)

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount (D) Price | | | |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. De |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|-------------------------|--|---|-------|
| | | | | | | | | |

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---|------------------------------|------------------|------------------|---|------|---|-----|-----|------------------|-----------------|------------------------------|----------------------------|
| Option to Purchase Lime Energy Co. Common Stock | \$ 105 | 02/27/2009 | J ⁽¹⁾ | 238 | | | | | 03/08/2006 | 03/07/2016 | Lime Energy Co. Common Stock | 238 |
| Option to Purchase Lime Energy Co. Common Stock | \$ 3.66 | 02/27/2009 | J ⁽²⁾ | 24 | | | | | 03/08/2006 | 03/07/2016 | Lime Energy Co. Common Stock | 24 |
| Option to Purchase Lime Energy Co. Common Stock | \$ 105 | 02/27/2009 | J ⁽¹⁾ | 238 | | | | | 03/08/2007 | 03/07/2016 | Lime Energy Co. Common Stock | 238 |
| Option to Purchase Lime Energy Co. Common Stock | \$ 3.66 | 02/27/2009 | J ⁽²⁾ | 24 | | | | | 03/08/2007 | 03/07/2016 | Lime Energy Co. Common Stock | 24 |
| Option to Purchase Lime Energy Co. Common Stock | \$ 105 | 02/27/2009 | J ⁽¹⁾ | 238 | | | | | 03/08/2008 | 03/07/2016 | Lime Energy Co. Common Stock | 238 |
| Option to Purchase | \$ 3.66 | 02/27/2009 | J ⁽²⁾ | 23 | | | | | 03/08/2008 | 03/07/2016 | Lime Energy | 23 |

Lime
Energy
Co.
Common
Stock

Co.
Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CAREY WILLIAM RUSSELL JR 2202 NORTH WEST SHORE BLVD 5TH FLOOR TAMPA, FL 33607 | X | | | |

Signatures

Jeffrey Mistarz, by power of attorney
03/02/2009

__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) Exchanged pursuant to the Lime Energy Option Exchange Tender Offer
 - (2) Received in exchange for option tendered pursuant to Lime Energy Exchange Tender Offer
 - (3) Received new option in exchange for tendered option.

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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