

Misra Mohan
 Form 4
 February 05, 2008

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 *
 Misra Mohan

2. Issuer Name and Ticker or Trading Symbol
 Ascent Solar Technologies, Inc.
 [ASTI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 02/01/2008

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

C/O ASCENT SOLAR TECHNOLOGIES, INC., 8120 SHAFFER PARKWAY

(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

LITTLETON, CO 80127

(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. 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) |
|---------------------------------|--------------------------------------|--|--------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/01/2008 | | S ⁽¹⁾ | D | \$ 571 15.26 | 396,253 ⁽²⁾ | D |
| Common Stock | 02/01/2008 | | S ⁽¹⁾ | D | \$ 136 15.31 | 396,117 ⁽²⁾ | D |
| Common Stock | 02/01/2008 | | S ⁽¹⁾ | D | \$ 857 15.32 | 395,260 ⁽²⁾ | D |
| Common Stock | 02/01/2008 | | S ⁽¹⁾ | D | \$ 1,000 15.33 | 394,260 ⁽²⁾ | D |
| | 02/01/2008 | | S ⁽¹⁾ | D | 292 | 393,968 ⁽²⁾ | D |

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| | | | | | | | | | |
|--------------|------------|------------------|-----|---|--|----------|------------------------|---|--|
| Common Stock | | | | | | \$ 15.34 | | | |
| Common Stock | 02/01/2008 | S ⁽¹⁾ | 571 | D | | \$ 15.35 | 393,397 ⁽²⁾ | D | |
| Common Stock | 02/01/2008 | S ⁽¹⁾ | 71 | D | | \$ 15.36 | 393,326 ⁽²⁾ | D | |
| Common Stock | 02/01/2008 | S ⁽¹⁾ | 180 | D | | \$ 15.38 | 393,146 ⁽²⁾ | D | |
| Common Stock | 02/01/2008 | S ⁽¹⁾ | 286 | D | | \$ 15.4 | 392,860 ⁽²⁾ | D | |
| Common Stock | 02/01/2008 | S ⁽¹⁾ | 786 | D | | \$ 15.41 | 392,074 ⁽²⁾ | D | |
| Common Stock | 02/01/2008 | S ⁽¹⁾ | 143 | D | | \$ 15.42 | 391,931 ⁽²⁾ | D | |
| Common Stock | | | | | | | 842,000 | I | By ITN Energy Systems, Inc. ⁽³⁾ |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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| | Director | 10% Owner | Officer | Other |
|---|----------|-----------|------------------------------|-------|
| Misra Mohan C/O ASCENT SOLAR TECHNOLOGIES, INC. 8120 SHAFFER PARKWAY LITTLETON, CO 80127 | X | X | Chief Strategy Officer | |

Signatures

| | |
|---|------------|
| David C. Wang, as attorney-in-fact for Mohan Misra | 02/05/2008 |
|---|------------|

__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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 26, 2007.
- (2) Dr. Misra also holds options to purchase 50,000 shares.
- (3) Dr. Misra indirectly owns 842,000 shares held by ITN Energy Systems, Inc., which is 100% owned by Inica, Inc., a Colorado corporation that is wholly owned by Dr. Misra and an immediate family member.

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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