

Heritage-Crystal Clean, Inc.
Form 4
November 28, 2016

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Ray Gregory

(Last) (First) (Middle)

C/O HERITAGE-CRYSTAL
CLEAN, INC., 2175 POINT
BOULEVARD, SUITE 275

(Street)

ELGIN, IL 60123

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Heritage-Crystal Clean, Inc. [HCCI]

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

11/23/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
X Officer (give title _____ Other (specify
below) below)
COO

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/23/2016		M		4,355	A	\$ 11.5	161,953	D	
Common Stock	11/23/2016		S		4,355	D	\$ 16	157,598	D	
Common Stock	11/25/2016		M		1,757	A	\$ 11.5	159,355	D	
Common Stock	11/25/2016		S		645	D	\$ 16	158,710	D	
Common Stock	11/25/2016		S		1,112	D	\$ 16.4	157,598	D	

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Common Stock	11/28/2016	M	3,888	A	\$ 11.5	161,486	D
Common Stock	11/28/2016	S	3,888	D	\$ 16.4	157,598	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 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Amount or Number of Shares	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 11.5	11/23/2016		M		4,355		<u>(1)</u>	03/17/2018	Common Stock	4,355
Employee Stock Option (right to buy)	\$ 11.5	11/25/2016		M		1,757		<u>(1)</u>	03/17/2018	Common Stock	1,757
Employee Stock Option (right to buy)	\$ 11.5	11/28/2016		M		3,888		<u>(1)</u>	03/17/2018	Common Stock	3,888

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Ray Gregory
C/O HERITAGE-CRYSTAL CLEAN, INC.
2175 POINT BOULEVARD, SUITE 275
ELGIN, IL 60123

COO

Signatures

/s/ Mark DeVita, as
Attorney-in-Fact

11/28/2016

__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) Fully vested.

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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