Gelbaum David Form 4 March 01, 2011

### FORM 4

### **OMB APPROVAL**

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Gelbaum David

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

02/24/2011

ENERGY FOCUS, INC/DE [EFOI]

(Check all applicable)

(First)

(Street)

(State)

(Middle)

(Zip)

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

\_X\_\_ Director Officer (give title

10% Owner Other (specify

1835 NEWPORT BLVD., A109-PMB 467

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line) Form filed by One Reporting Person

Filed(Month/Day/Year)

X\_ Form filed by More than One Reporting

. C. ........................ 1 ...

below)

COSTA MESA, CA 92627

(City)	(State)	Tab	le I - Non-	Derivative S	Securi	ties Acquir	ed, Disposed of,	or Beneficiall	y 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 over Dispose (Instr. 3, 4	d of (L	<b>D</b> )	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership
		(	Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	or Indirect (I) (Instr. 4)	(Instr. 4)
Common Stock	02/24/2011		S	6,500	D	\$ 1.0023	5,173,580	D	
Common Stock	02/25/2011		X	150,000	D	\$ 1.005	5,323,580	D	
Common Stock	02/25/2011		M	7,500	D	\$ 1.0043	5,331,080	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

### Edgar Filing: Gelbaum David - Form 4

#### number.

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. Transactio Code (Instr. 8)	ransactionDerivative Expiration Date ode Securities (Month/Day/Year)		e	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Warrant to purchase common stock	\$ 0.01	02/25/2010		M	150,000	06/01/2010	02/25/2011	Common Stock	150,00
Option to purchase common stock	\$ 0.6	02/25/2010		X	7,500	06/04/2010	12/29/2014	Common Stock	7,500

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Transfer and an arman	Director	10% Owner	Officer	Other			
Gelbaum David 1835 NEWPORT BLVD. A109-PMB 467 COSTA MESA, CA 92627	X	X					
Gelbaum Monica Chavez 1835 NEWPORT BLVD. A109-PMB 467 COSTA MESA, CA 92627		X					
Quercus Trust 1835 NEWPORT BLVD. A109-PMB 467 COSTA MESA, CA 92627		X					

## **Signatures**

/s/ Joseph Bartlett, as attorney-in-fact for David Gelbaum, Co-Trustee, The Quercus Trust	03/01/2011
**Signature of Reporting Person	Date
/s/ David Gelbaum, as attorney-in-fact for Monica Chavez Gelbaum, Co-Trustee, The Ouercus Trust	03/01/2011

Reporting Owners 2

\*\*Signature of Reporting Person

## **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) Warrant acquired 12/29/2009 in exchange for guarantee of obligation.
- (2) Option granted for services as director under Company stock option plan.

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.

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Date