

KACKLEY JAMES R
 Form 4
 May 30, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 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 *
KACKLEY JAMES R

2. Issuer Name and Ticker or Trading Symbol
**ORION ENERGY SYSTEMS, INC.
 [OESX]**

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
2210 WOODLAND DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/28/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
President and COO

MANITOWOC, WI 54220

(City) (State) (Zip)

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

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 Ownership (Instr. 4)
Common Stock				(A) or (D) Price	207,976	D	
Common Stock				(A) or (D) Price	45,000	I	By Spouse as trustee

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.

SEC 1474 (9-02)

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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. 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options (right to buy)	\$ 4.49					07/27/2008 ⁽¹⁾ 07/27/2017	Common Stock 10,000
Stock Options (right to buy)	\$ 11.61					05/19/2009 ⁽²⁾ 05/19/2018	Common Stock 14,850
Stock Options (right to buy)	\$ 3.78					05/19/2010 ⁽³⁾ 05/19/2019	Common Stock 10,580
Stock Options (right to buy)	\$ 3.49					⁽⁴⁾ 08/03/2019	Common Stock 35,000
Stock Options (right to buy)	\$ 3.46					05/18/2011 ⁽⁵⁾ 05/18/2020	Common Stock 19,910
Stock Options (right to buy)	\$ 4.19					05/23/2012 ⁽⁶⁾ 05/23/2021	Common Stock 22,040
Stock Options (right to buy)	\$ 2.03					06/12/2013 ⁽⁷⁾ 06/12/2022	Common Stock 26,640
Stock Options (right to buy)	\$ 2.41	05/28/2013		A	36,568	12/31/2013 ⁽⁸⁾ 05/28/2023	Common Stock 36,568

