Blue Earth, Inc. Form 4 July 23, 2013

## FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Form 4 or Form 5 obligations may continue. See Instruction

**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 Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response... 0.5

(Print or Type Responses)

1(b).

(Last)

Security

(Instr. 3)

1. Name and Address of Reporting Person \* Woodard Brett

(First)

(Street)

(Middle)

2. Issuer Name and Ticker or Trading Symbol

Blue Earth, Inc. [bblu]

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

07/19/2013

4. If Amendment, Date Original

Filed(Month/Day/Year)

(Instr. 8)

Code V

J

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

Director 10% Owner X\_ Officer (give title Other (specify

below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

HENDERSON, NV 89052

2298 HORIZON RIDGE

PARKWAY, SUITE 205

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3.

4. Securities Acquired (A) Transaction Disposed of (D) Code

(Instr. 3, 4 and 5)

(A)

(D)

Owned Following Reported Transaction(s)

5. Amount of

Beneficially

Securities

Ownership Form: Direct (D) or Indirect

Indirect Beneficial Ownership (Instr. 4)

(9-02)

7. Nature of

(Instr. 4)

(Instr. 3 and 4)

Common Stock

07/19/2013

07/19/2013

Execution Date, if

(Month/Day/Year)

3,070,000

Amount

1.18

Price

 $3,070,000 \stackrel{(1)}{=} D$ 

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 required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: Blue Earth, Inc. - Form 4

	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transact Code (Instr. 8)	orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	<b>:</b>		Amou Under Securi (Instr.	lying	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Woodard Brett 2298 HORIZON RIDGE PARKWAY SUITE 205 HENDERSON, NV 89052

Chief Financial Officer

## **Signatures**

Brett Woodard 07/23/2013

\*\*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) Pursuant to a certain Agreement and Plan of Merger dated as of July 15, 2013, reporting person acquired 3,070,000 shares including 2,079,677 to be held in escrow and will vest upon reaching certain performance milestones.

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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