

Heritage-Crystal Clean, Inc.
 Form 4
 January 05, 2017

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

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 *
 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)
 01/03/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	01/03/2017		M		20,000 A \$ 11.5	D	
Common Stock	01/03/2017		S		20,000 D \$ 15.275 (1)	D	
Common Stock	01/04/2017		M		12,000 A \$ 11.5	D	
Common Stock	01/04/2017		S		12,000 D \$ 15.438 (2)	D	

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Common Stock	01/05/2017	M	1,000	A	\$ 11.5	158,598	D
Common Stock	01/05/2017	S	1,000	D	\$ 15.5	157,598	D

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

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SEC 1474
(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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 11.5	01/03/2017		M	20,000	(3) 03/17/2018	Common Stock	20,000	
Employee Stock Option (right to buy)	\$ 11.5	01/04/2017		M	12,000	(3) 03/17/2018	Common Stock	12,000	
Employee Stock Option (right to buy)	\$ 11.5	01/05/2017		M	1,000	(3) 03/17/2018	Common Stock	1,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ray Gregory C/O HERITAGE-CRYSTAL CLEAN, INC.			COO	

2175 POINT BOULEVARD, SUITE 275
ELGIN, IL 60123

Signatures

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

01/05/2017

**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 price reported in Column 4 is a weighted average price. These shares were exercised in multiple transactions at prices ranging from \$15.20 to \$15.35, inclusive. The reporting person undertakes to provide Heritage-Crystal Clean, Inc. any security holder of Heritage-Crystal Clean, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares exercised at each separate price within the ranges set forth.

(2) The price reported in Column 4 is a weighted average price. These shares were exercised in multiple transactions at prices ranging from \$15.40 to \$15.50, inclusive. The reporting person undertakes to provide Heritage-Crystal Clean, Inc. any security holder of Heritage-Crystal Clean, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares exercised at each separate price within the ranges set forth.

(3) 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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