

ENOVA SYSTEMS INC
Form 5
December 04, 2009

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
SHELL ASSET MANAGEMENT CO
(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
ENOVA SYSTEMS INC [ENA]

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

SIR WINSTON CHURCHILLAAN
366 H, 2285 SJ RIJSWIJK ZH
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2008

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

THE NETHERLANDS
(City) (State) (Zip)

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

6. Individual or Joint/Group Reporting
(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock | 08/29/2008 | Â | P4 | 89,750 A \$ 2.2 | 2,880,000 | I | By various pension plans ⁽¹⁾ |
| Common Stock | 08/29/2008 | Â | P4 | 62,750 A \$ 2.2 | 2,880,000 | I | By various pension plans ⁽¹⁾ |

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|--------------|------------|---|----|---------|---|-----------|-----------|---|-----------------------------------------|
| Common Stock | 09/01/2008 | Â | P4 | 122,333 | A | \$ 2.18 | 2,880,000 | I | By various pension plans ⁽¹⁾ |
| Common Stock | 09/01/2008 | Â | P4 | 77,667 | A | \$ 2.18 | 2,880,000 | I | By various pension plans ⁽¹⁾ |
| Common Stock | 09/02/2008 | Â | P4 | 2,938 | A | \$ 2.5196 | 2,880,000 | I | By various pension plans ⁽¹⁾ |
| Common Stock | 09/02/2008 | Â | P4 | 1,862 | A | \$ 2.5196 | 2,880,000 | I | By various pension plans ⁽¹⁾ |
| Common Stock | 09/03/2008 | Â | P4 | 5,657 | A | \$ 2.3968 | 2,880,000 | I | By various pension plans ⁽¹⁾ |
| Common Stock | 09/03/2008 | Â | P4 | 3,591 | A | \$ 2.3968 | 2,880,000 | I | By various pension plans ⁽¹⁾ |
| Common Stock | 09/05/2008 | Â | P4 | 734 | A | \$ 2.4539 | 2,880,000 | I | By various pension plans ⁽¹⁾ |
| Common Stock | 09/05/2008 | Â | P4 | 466 | A | \$ 2.4539 | 2,880,000 | I | By various pension plans ⁽¹⁾ |
| Common Stock | 09/08/2008 | Â | P4 | 4,771 | A | \$ 2.5327 | 2,880,000 | I | By various pension plans ⁽¹⁾ |
| Common Stock | 09/08/2008 | Â | P4 | 3,029 | A | \$ 2.5327 | 2,880,000 | I | By various pension plans ⁽¹⁾ |
| Common Stock | 09/09/2008 | Â | P4 | 7,221 | A | \$ 2.3324 | 2,880,000 | I | By various pension plans ⁽¹⁾ |
| | 09/09/2008 | Â | P4 | 4,584 | A | | 2,880,000 | I | |

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|--------------|------------|---|----|--------|---|-----------|-----------|---|-----------------------------------------|
| Common Stock | | | | | | \$ 2.3324 | | | By various pension plans ⁽¹⁾ |
| Common Stock | 09/10/2008 | Â | P4 | 17,738 | A | \$ 2.2093 | 2,880,000 | I | By various pension plans ⁽¹⁾ |
| Common Stock | 09/10/2008 | Â | P4 | 11,262 | A | \$ 2.2093 | 2,880,000 | I | By various pension plans ⁽¹⁾ |
| Common Stock | 09/12/2008 | Â | P4 | 6,178 | A | \$ 2.1753 | 2,880,000 | I | By various pension plans ⁽¹⁾ |
| Common Stock | 09/12/2008 | Â | P4 | 3,922 | A | \$ 2.1753 | 2,880,000 | I | By various pension plans ⁽¹⁾ |
| Common Stock | 09/16/2008 | Â | P4 | 4,529 | A | \$ 2.1762 | 2,880,000 | I | By various pension plans ⁽¹⁾ |
| Common Stock | 09/16/2008 | Â | P4 | 2,876 | A | \$ 2.1762 | 2,880,000 | I | By various pension plans ⁽¹⁾ |
| Common Stock | 09/17/2008 | Â | P4 | 3,731 | A | \$ 2.1093 | 2,880,000 | I | By various pension plans ⁽¹⁾ |
| Common Stock | 09/17/2008 | Â | P4 | 2,369 | A | \$ 2.1093 | 2,880,000 | I | By various pension plans ⁽¹⁾ |
| Common Stock | 09/18/2008 | Â | P4 | 9,175 | A | \$ 1.95 | 2,880,000 | I | By various pension plans ⁽¹⁾ |
| Common Stock | 09/18/2008 | Â | P4 | 5,825 | A | \$ 1.95 | 2,880,000 | I | By various pension plans ⁽¹⁾ |
| | 09/19/2008 | Â | P4 | 14,526 | A | | 2,880,000 | I | |

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|--------------|------------|---|----|-------|---|-----------|-----------|---|-----------------------------------------|
| Common Stock | | | | | | \$ 1.9003 | | | By various pension plans ⁽¹⁾ |
| Common Stock | 09/19/2008 | Â | P4 | 9,224 | A | \$ 1.9003 | 2,880,000 | I | By various pension plans ⁽¹⁾ |
| Common Stock | 09/22/2008 | Â | P4 | 2,700 | A | \$ 1.9774 | 2,880,000 | I | By various pension plans ⁽¹⁾ |
| Common Stock | 09/24/2008 | Â | P4 | 2,600 | A | \$ 2.0519 | 2,880,000 | I | By various pension plans ⁽¹⁾ |
| Common Stock | 09/26/2008 | Â | P4 | 3,700 | A | \$ 2.1338 | 2,880,000 | I | By various pension plans ⁽¹⁾ |
| Common Stock | 09/30/2008 | Â | P4 | 2,815 | A | \$ 2.2569 | 2,880,000 | I | By various pension plans ⁽¹⁾ |

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 2270 (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. Price of Derivative Security (Instr. 5) | 9. of Derivative Security (Instr. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|--------------------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | (A) | (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SHELL ASSET MANAGEMENT CO SIR WINSTON CHURCHILLAAN 366 H 2285 SJ RIJSWIJK ZH THE NETHERLANDS | X | | | |

Signatures

| | |
|---------------------------------------------------------------------------------|------------|
| /s/ O.F. Capon, Authorized Signatory for Shell Asset Management Company BV | 12/03/2009 |
| **Signature of Reporting Person | Date |
| /s/ M.A. Boorsma, Authorized Signatory for Shell Asset Management Company BV | 12/03/2009 |
| **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 Reporting Person is an asset manager licensed by the Netherlands Securities Regulator and manages assets of The Shell Group and its subsidiaries and affiliates, including certain pension plans organized for the benefit of employees of The Shell Group, which is a multi-national company headquartered in The Netherlands. The shares reported herein are owned of record by such pension plans, and the Reporting Person disclaims beneficial ownership of such shares except to the extent of its pecuniary interest, if any, therein.

Remarks:
Second of Three Forms

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.