

Lockwood David James
Form 4
May 29, 2013

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Lockwood David James

(Last) (First) (Middle)

423 WEST 300 SOUTH, SUITE 200

(Street)

SALT LAKE CITY, UT 84101

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
EnergySolutions, Inc. [ES]

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

05/24/2013

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)

President and CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/24/2013		D		239,640	D	\$ 4.15 0 (1)
Common Stock	05/24/2013		D		414,364	D	\$ 4.15 0 (1)

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

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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)
Phantom Performance Stock Units	(2)	05/24/2013		D	2,695,330	(2) (2)	Phantom Performance Stock Units 2,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lockwood David James 423 WEST 300 SOUTH SUITE 200 SALT LAKE CITY, UT 84101	X		President and CEO	

Signatures

/s/ David
Lockwood 05/24/2013

__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 the terms of the Agreement and Plan of Merger, dated as of January 7, 2013, as amended on April 5, 2013, by and among and EnergySolutions, Inc. (the "Company"), Rockwell Holdco, Inc., a Delaware corporation, and Rockwell Acquisition Corp., a Delaware corporation (the "Merger Agreement"; capitalized terms used but not defined herein have the meanings assigned to them in the Merger Agreement), at the Effective Time, each share of Company Common Stock held by the reporting person was cancelled and converted automatically into the right to receive \$4.15 in cash.

(2) Under an award agreement between Mr. Lockwood and the Company, under the Company's Executive Bonus Plan, the Company granted Mr. Lockwood on June 12, 2012 a phantom performance share unit award, subject to full payment over six years based on four-year performance criteria, absent a qualifying termination of employment. In general, no amounts are payable under the agreement unless certain performance criteria are met. The award is payable in cash, except that the first 1,000,000 units earned and paid to Mr. Lockwood will instead be settled in shares of the Company's common stock granted under the Company's 2007 Equity Incentive Plan pursuant to the terms of a restricted stock award agreement. Mr. Lockwood's target award is 2,637,758 phantom performance share units and his maximum award is 3,122,041 phantom performance share units.

(3) Pursuant to the terms of the Merger Agreement, at the Effective Time, each of the Company Performance Share Units and Company Phantom Share Awards held by the reporting person became fully vested (with the exception of Company Performance Share Units and Company Phantom Share Awards that are earned based on the achievement of performance, which instead became earned and vested in accordance with the terms of the applicable award agreements) and converted into the right to receive a cash payment with respect thereto equal to the product of (i) the total number of shares of Company Common Stock subject to such Company Performance Share Unit

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award or Company Phantom Share Award, respectively, and (ii) \$4.15, less any required withholding Taxes.

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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