

FORM 4

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

| OMB APPROVAL | |
|--|-----------|
| OMB Number: | 3235-0287 |
| 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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|---|--|---|--|---|--|
| 1. Name and Address of Reporting Person Sakellaris George P | | 2. Issuer Name and Ticker or Trading Symbol Ameresco, Inc. [AMRC] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President and CEO | |
| C/O AMERESCO, INC., 111 SPEEN STREET, SUITE 410 | | 3. Date of Earliest Transaction (Month/Day/Year) 07/27/2010 | | | |
| FRAMINGHAM, MA 01701 | | 4. If Amendment, Date Original Filed (Month/Day/Year) | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |
| (City) (State) (Zip) | | | | | |

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 | | | |
| Class A Common Stock | 07/27/2010 | | S | | 200,000 | D | \$ 9.3 | 3,150,000 | D | |

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)

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. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|------------|--|-----------------|---|----------------------------|--|--|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Series A Preferred Stock | (1) | 07/27/2010 | | C | | | 6,000,000 | (1) | (1) | Class B Common Stock | 6,000,000 | (1) | 0 | D | |
| Series A Preferred Stock | (1) | 07/27/2010 | | C | | | 12,000,000 | (1) | (1) | Class B Common Stock | 12,000,000 | (1) | 0 | I | By Ameresco 2010 Annuity Trust (2) |
| Class B Common Stock | (3) | 07/27/2010 | | C | | | 6,000,000 | 07/27/2010 | (4) | Class A Common Stock | 6,000,000 | (3) | 6,000,000 | D | |
| Class B Common Stock | (3) | 07/27/2010 | | C | | | 12,000,000 | 07/27/2010 | (4) | Class A Common Stock | 12,000,000 | (3) | 12,000,000 | I | By Ameresco 2010 Annuity Trust (2) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sakellaris George P C/O AMERESCO, INC. 111 SPEEN STREET, SUITE 410 FRAMINGHAM, MA 01701 | X | X | President and CEO | |

Signatures

/s/David J. Corrsin, Attorney-in-fact 07/28/2010
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) Each share of Series A Convertible Preferred Stock was convertible into six shares of Class B Common Stock and automatically converted upon the closing of the Issuer's initial public offering. When issued, the Series A Convertible Preferred Stock had no expiration date.

(2) Mr. Sakellaris is trustee and the sole beneficiary of the trust.

(3) Each share of Class B Common Stock is convertible into one share of Class A Common Stock at the option of the holder at any time and will automatically convert into one share of Class A common stock in specified circumstances.

(4) There is no expiration date for the Class B Common Stock.

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.