

FORM 4

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

OMB APPROVAL	
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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).

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 * Bakas Michael T <small>(Last) (First) (Middle)</small> C/O AMERESCO, INC., 111 SPEEN STREET, SUITE 410 <small>(Street)</small> FRAMINGHAM, MA 01701 <small>(City) (State) (Zip)</small>		2. Issuer Name and Ticker or Trading Symbol Ameresco, Inc. [AMRC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <small>Director</small> _____ <small>10% Owner</small> _____ <input checked="" type="checkbox"/> <small>Officer (give title below)</small> _____ <small>Other (specify below)</small> _____ Senior Vice President
		3. Date of Earliest Transaction (Month/Day/Year) 04/04/2011	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
		4. If Amendment, Date Original Filed (Month/Day/Year)	

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	04/04/2011		M		61,318	A	\$ 0.75	389,444	D	
Class A Common Stock	04/04/2011		S(1)		61,318	D	\$ 14.495 (2)	328,126	D	
Class A Common Stock	04/05/2011		M		4,345	A	\$ 0.75	332,471	D	
Class A Common Stock	04/05/2011		S(1)		4,345	D	\$ 14.55 (3)	328,126	D	

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

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)	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					
Stock Option (right to purchase)	\$ 0.75	04/04/2011		M		61,318	(4)	01/23/2012	Class A Common Stock	61,318	\$ 0	4,345	D	
Stock Option (right to purchase)	\$ 0.75	04/05/2011		M		4,345	(4)	01/23/2012	Class A Common Stock	4,345	\$ 0	0	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bakas Michael T C/O AMERESCO, INC. 111 SPEEN STREET, SUITE 410 FRAMINGHAM, MA 01701			Senior Vice President	

Signatures

David J. Corrsin, Attorney-in-fact	04/06/2011
<small>Signature of Reporting Person</small>	<small>Date</small>

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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 12, 2010.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.305 to \$14.63, inclusive. The reporting person (2) undertakes to provide to Ameresco, Inc., any security holder of Ameresco, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2) and (3) to this Form 4.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.40 to \$14.61, inclusive.

(4) Of the shares subject to the option, 20% vested on January 23, 2003, and the remainder vested in 16 equal quarterly installments thereafter.

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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