

FORM 4

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

OMB APPROVAL	
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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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person* DeManche Joseph P			2. Issuer Name and Ticker or Trading Symbol Ameresco, Inc. [AMRC]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Executive Vice President		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 07/01/2011					
C/O AMERESCO, INC., 111 SPEEN STREET, SUITE 410								
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year) 07/05/2011			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		
FRAMINGHAM, MA 01701								
(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	07/01/2011 ⁽¹⁾		M		15,000	A	\$ 4.22	271,758	D	
Class A Common Stock	07/01/2011 ⁽¹⁾		S ⁽²⁾		15,000	D	\$ 14.434 ^{(1) (3)}	256,758	D	

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

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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						Title
Stock Option (right to purchase)	\$ 4.22	07/01/2011 ⁽¹⁾		M		15,000		⁽⁴⁾	07/25/2017	Class A Common Stock	15,000	\$ 0	58,242	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DeManche Joseph P C/O AMERESCO, INC. 111 SPEEN STREET, SUITE 410 FRAMINGHAM, MA 01701			Executive Vice President	

Signatures

David J. Corrsin, Attorney-in-fact		07/08/2011
^{**} 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).

- Due to an administrative error, the reporting person's Form 4 filed on July 5, 2011 mistakenly repeated transaction information for a transaction previously reported on behalf of the reporting person on a Form 4 filed June 2, 2011. This amended Form 4 is being filed to report the correct transaction dates in Table I, column 2 and in Table II, column 3 and sale price information in Table I, column 4, row 2 and footnote (2) for the reporting person's transactions that occurred on July 1, 2011.
- (1) reporting person on a Form 4 filed June 2, 2011. This amended Form 4 is being filed to report the correct transaction dates in Table I, column 2 and in Table II, column 3 and sale price information in Table I, column 4, row 2 and footnote (2) for the reporting person's transactions that occurred on July 1, 2011.
 - (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 1, 2010.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.13 to \$14.81, inclusive. The reporting person
 - (3) 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 range set forth in footnote (2) to this Form 4.
 - (4) Of the shares subject to the option, 20% vested on July 25, 2008, and the remainder vest in 16 equal 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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