# FORM 5

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

OMB APP	ROVAL
OMB Number:	3235-0362
Estimated avera	ge burden
houre par raepor	10

1	Check this box if no longer
	subject to Section 16. Form 4
	or Form 5 obligations may
	continue. See Instruction 1(b).
1	Form 3 Holdings Reported

### ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 4 Transactions Reported Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Rep 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)  X Director X 10% Owner			
(Last) (First		Statement for Issuer's Fiscal Year Ended     (Month/Day/Year)					X Officer (give title below) Other (specify below)  President and CEO			
C/O AMERESCO, INC. SUITE 410										
(Stre	4. If A	4. If Amendment, Date Original Filed(Month/Day/Year)				(	6. Individual or Joint/Group Reporting (check applicable line)			
FRAMINGHAM, MA 0							_X_ Form Filed by One Reporting Person Form Filed by More than One Reporting Person			
(City) (Sta	(City) (State) (Zip)				Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned					
1.Title of Security (Instr. 3)	2. Transactic Date (Month/Day	Year) Execu	ution Date, if		(A) or Disposed of (D) (Instr. 3, 4 and 5)		of (D)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)		Beneficial Ownership
Class A Common Stock	12/27/2012	!		G <sup>(1)</sup>	925,000	D	\$ 0	2,250,000	D	
Class A Common Stock	12/27/2012	!		G <sup>(1)</sup>	925,000	A	\$ 0	925,000		By trust

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)

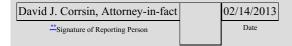
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	<ol><li>Transaction</li></ol>	3A. Deemed	4.	5. Nu	nber	<ol><li>Date Exer</li></ol>	cisable	7. Tit	le and	8. Price of	9. Number	10.	11. Nature	
Derivative	Conversion	Date	Execution Date, if	Transaction	of		and Expirati	on Date	Amou	ınt of	Derivative	of	Ownership	of Indirect	
Security	or Exercise	(Month/Day/Year)	any	Code	Deriva	ative	(Month/Day	/Year)	Unde	rlying	Security	Derivative	Form of	Beneficial	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Secur	ities			Secur	rities	(Instr. 5)	Securities	Derivative	Ownership	
	Derivative				Acqui	red			(Instr	. 3 and		Beneficially	Security:	(Instr. 4)	
	Security				(A) or				4)			Owned at	Direct (D)		
					Dispo	sed						End of	or Indirect		
					of (D)							Issuer's	(I)		
					(Instr.	3,						Fiscal Year	(Instr. 4)		
					4, and	5)						(Instr. 4)			
										Amount					
							<b>.</b>	<b>.</b>							
							Date	Expiration Date	Title	Number					
							Exercisable	Date		of					
					(A)	(D)				Shares					

### **Reporting Owners**

Reporting Owner Name / Address	Relationships							
Reporting Owner Name / Address	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**



#### **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).
- This transaction involved a gift of securities by the reporting person to a trust for the benefit of his children, who share the reporting person's household. The reporting person may be deemed the beneficial owner of the shares held by the trust. The reporting person disclaims beneficial ownership of the shares held by the trust, and this

report should not be deemed an admission that the reporting person is the beneficial owner of the trust's shares for purposes of Section 16 or for any other purpose.

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.