FORM 4	4
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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).

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

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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

(Print or Type Responses)		•								
1. Name and Address of Reporting Pe WISNESKI FRANCIS V JR	2. Issuer Name a Ameresco, Inc.		or Tra	ading Syr	nbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X. Director 10% Owner				
(Last) (First) C/O AMERESCO, INC., 111 SI SUITE 410	(Middle) PEEN STREET,	3. Date of Earliest Transaction (Month/Day/Year) 05/14/2013					Officer (give title below)	Other (specify b	pelow)	
(Street) FRAMINGHAM, MA 01701		_X_Form filed by One Reporting Pers					6. Individual or Joint/Group Filin, _X_Form filed by One Reporting Person Form filed by More than One Reporting	1		
(City) (State)	(Zip)	Tab	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)	Code (Instr. 8)	saction 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		of	Beneficially Owned Following Reported Transaction(s) Form: (Instr. 3 and 4) Direct (D)		7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price		or Indirect (I) (Instr. 4)	(Instr. 4)
Class A Common Stock	05/14/2013		Р		1,000	А	\$ 7.81	23,235	D	
Class A Common Stock	05/15/2013		Р		1,000	А	\$ 7.75	24,235	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 SEC 1474 (9contained in this form are not required to respond unless 02) the form displays a currently valid OMB control number.

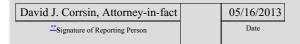
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

	(e.g., puts, calls, warrants, options, convertible securities)														
1. Title of	2.	3. Transaction	3A. Deemed	4.	5.	Num	ber	6. Date Exer	cisable	7. Tit	tle and	8. Price of	9. Number of	10.	11. Nature
Derivative	Conversion	Date	Execution Date, if	Transaction	n of	•		and Expirati	on Date	Amo	unt of	Derivative	Derivative	Ownership	of Indirect
Security	or Exercise	(Month/Day/Year)	any	Code	De	erivati	ive	(Month/Day	/Year)	Unde	rlying	Security	Securities	Form of	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Se	curiti	es			Secu	rities	(Instr. 5)	Beneficially	Derivative	Ownership
	Derivative				A	cquire	ed			(Instr	: 3 and		Owned	Security:	(Instr. 4)
	Security				· ·) or				4)			0	Direct (D)	
						ispose	ed						· · · · · · ·	or Indirect	
						(D)							Transaction(s)	< /	
						nstr. 3	· ·						(Instr. 4)	(Instr. 4)	
					4, and 5)										
											Amount				
								Date	Expiration		or				
								Exercisable		Title	Number				
								Excicisable	Date		of				
				Code V	' (A	A) (1	D)				Shares				

Reporting Owners

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
WISNESKI FRANCIS V JR C/O AMERESCO, INC. 111 SPEEN STREET, SUITE 410 FRAMINGHAM, MA 01701	Х						

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).

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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