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

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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

es)												
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)				
(First) INC., 111 SI	(Middle) PEEN STREET,	3. Date of Earliest Transaction (Month/Day/Year) 04/04/2014			X Officer (give title below) Other (specify below) President and CEO							
(Street) AA 01701		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) X_Form filed by One Reporting Person Form filed by More than One Reporting Person						
(State)	(Zip)	Т	able I - Noi	-Deri	vative So	ecurities	Acqui	ired, Dispo	osed of, or l	Beneficially	Owned	
	2. Transaction Date (Month/Day/Year)	any	if Code (Instr. 8)		(A) or I (D)	Disposed of	of	ired 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		Following	6. 7. Nature Ownership of Indire Form: Benefici Direct (D) Ownersh	
			Code	V	Amoun	(A) or (D)	Price			or Indirect (I) (Instr. 4)	(Instr. 4)	
tock	04/04/2014		P ⁽¹⁾		12,320			2,547,94	-6		D	
tock								925,000			I	By trust (2)
separate line f	or each class of secu	urities beneficially	owned dire	ectly o	r							
				cont	ained ir	n this fo	rm ar	e not req	uired to re	spond un	ess	EC 1474 (9- 02)
			•		•			•	l			
of 2. 3. Transaction Security 2. 3. Transaction Date Secution Date, if Transaction of Security 2. 3. Transaction Date Secution Date, if Transaction of Security 2. 3. Transaction Date Security 2. 3. 3. Transaction Date Security 2. 3. 3. 3. 3. 3. 3. 3. 3. 3. 3. 3. 3. 3.		on Date	Date Amount of Underlying Securities				Ownersh Form of Derivati Security Direct (I or Indire	Ownershi (Instr. 4)				
			(Instr. 3,							(Instr. 4)	(Instr. 4))
	(Street) MA 01701 (State) tock tock separate line f	(First) (Middle) INC., 111 SPEEN STREET, (Street) MA 01701 (State) (Zip) 2. Transaction Date (Month/Day/Year) ttock 04/04/2014 ttock separate line for each class of sect Table II - II (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year)	Ameresco, Inc. (Middle) 3. Date of Earlie (D4/04/2014) 3. Date of Earlie (D4/04/2014) 4. If Amendment (MA 01701) (State) (Zip) T 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Execution Date, any (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Execution Date, any (Month/Day/Year) 2. Transaction Date (E.g., puts, calls, work of the Execution Date, if (Month/Day/Year) 3. Transaction Date (Month/Day/Yea	Ameresco, Inc. [AMRC (First) (Middle) INC., 111 SPEEN STREET, 04/04/2014 (Street) 4. If Amendment, Date Original MA 01701 (State) (Zip) Table I - Noriginal Manual Manua	Ameresco, Inc. [AMRC] (First) (Middle) INC., 111 SPEEN STREET, (Street) (Street) (State) (Zip) (State) (Zip) (State) (Zip) (A. If Amendment, Date Original Foundation (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Code Volume of the first of the following control of the following contr	Ameresco, Inc. [AMRC] (First) (Middle) INC., 111 SPEEN STREET, (Middle) (04/04/2014) (Street) 4. If Amendment, Date Original Filed(Month American Date (Month/Day/Year)) (State) (Zip) Table I - Non-Derivative Securition Date, if (Month/Day/Year) (Month/Day/Year) (Instr. 8) (D) (Instr. 3) Code V Amount Date (A) or I (Instr. 8) (Tock 04/04/2014 P(I) 12,320 (Instr. 8) Table II - Derivative Securities Acquired, Disposed (e.g., puts, calls, warrants, options, converted Manual Code (Instr. 8) Table II - Derivative Securities Acquired, Disposed (e.g., puts, calls, warrants, options, converted Manual Code (Instr. 8) Table II - Derivative Securities Acquired, Disposed (e.g., puts, calls, warrants, options, converted Manual Code (Instr. 8) Table II - Derivative Securities Acquired, Disposed (e.g., puts, calls, warrants, options, converted Manual Code (Instr. 8) Table II - Derivative Securities Acquired, Disposed (e.g., puts, calls, warrants, options, converted Manual Code (Instr. 8) Table II - Derivative Securities Acquired (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	Ameresco, Inc. [AMRC] (First) (Middle) (Street) 3. Date of Earliest Transaction (Month/Day/Year) (Month/Day/Year) (A/04/2014) (State) (Zip) 4. If Amendment, Date Original Filed(Month/Day/Year) (Month/Day/Year) (A) or Date (A) or Disposed (A) or Disposed (Instr. 8) (D) (Instr. 3, 4 and 5) (D) (Instr. 3, 4 and 5) (A) or Disposed (A) or Disposed (A) or Disposed (Instr. 8) (D) (Instr. 3, 4 and 5) (A) or Disposed (Instr. 8) (D) (Instr. 3, 4 and 5) (A) or Disposed (Instr. 8) (D) (Instr. 3, 4 and 5) (A) or Disposed (Instr. 8) (D) (Instr. 3, 4 and 5) (A) or Disposed (Instr. 8) (D) (Instr. 3, 4 and 5) (D) (Instr. 4, 5 and 5) (D) (Instr. 4, 5 and 5) (D) (Instr. 5, 6 and 6, 6 and 6, 6 and 6, 6 and 6, 6	Ameresco, Inc. [AMRC] (First) (Middle) (1NC., 111 SPEEN STREET, 04/04/2014 (Street) 4. 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Securities Acquired (A) or Disposed of (Instr. 3, 4 and 5) (Instr. 3 and 4) Code V Amount (A) or (D) Price Persons who respond to the collection of ir contained in this form are not required to rethe form displays a currently valid OMB col Table II - Derivative Securities Acquired, Disposed of, or Island In this form are not required to rethe form displays a currently valid OMB col Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 3. Transaction Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 3. 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Reporting Owners

Paradia O Nama / Adda as	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

Andrew B. Spence, Attorney-in-fact	04/07/2014
**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) The purchases reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 7, 2013. Shares held by a trust for the benefit of the reporting person's children, who share reporting person's household. The reporting person may be deemed the beneficial owner

(2) 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 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.