FORM 4

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

OMB APPROVAL					
MB Number:	3235-0287				
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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

	· .	-	2. Issuer Name and Ticker or Trading Symbol Ameresco, Inc. [AMRC]			5	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
it)	(First) INC., 111 SPEEN		3. Date of Earliest Transaction (Month/Day/Year) 02/12/2015				-		title below)					
CHAM M	(Street)		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)			Ta	ble I	- Non-Deri	vative Securit	ies Acquir	ed. Disposed	of, or Bene	ficially Owne	d	
Security		2. Transaction Date (Month/Day/Year)	Executi any	on I	d 3 Date, if C	. Tra Code Instr.	nsaction (4. Securities Ad A) or Disposed Instr. 3, 4 and	cquired 5. O C C T (I	Amount of S wned Followi ransaction(s)	ecurities Be	neficially 6 I C F C O	7. wwnership of orm: Be virect (D) Or Indirect (In)	eneficial wnership
		Table II -					contai form d uired, Disp	ned in this fo lisplays a cul osed of, or Bel	orm are normare normalized representation of the properties of the	ot required t lid OMB cor	to respond	d unless the	SEC 14	74 (9-02)
Conversion		any	4. Transac Code	tion	5. Numb of Derivati Securition Acquire (A) or Dispose (D) (Instr. 3.	ve es d	6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title (Instr.		7. Title ar Underlyir	itle and Amount of Berlying Securities Security Security (Instr. 5) Beneficially Owned Following Reported		Ownership Form of Derivative Security: Direct (D) or Indirect	(Instr. 4)	
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
					40,000		<u>(1)</u>		Class A	n 40,000.00	\$ 0	40,000		
	Report on a s	Report on a separate line for each or Exercise of Derivative	Report on a separate line for each class of securities Table II - 2. Conversion or Exercise Price of Derivative Conversion or Exercise Price of Derivative Circle (Month/Day/Year)	Americs (Middle) (Street) 3. Date of 02/12/2 (Street) 4. If Americal American (Module) 3. Date of 02/12/2 (Street) 4. If Americal Americal American (Month/Day/Year) (Zip) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (e.g., put amy (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (amy (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	Ameresco, st) (First) (Middle) (Seresco, INC., 111 SPEEN ST., SUITE (Middle) (D2/12/2015) (Street) (Street) (Street) (Street) (A. If Amendrate (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	Ameresco, Inc. [Al st) (First) (Middle) ERESCO, INC., 111 SPEEN ST., SUITE (Street) (Street) (Street) (State) (Zip) (An Hamendment, Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A) Security Table II - Derivative Securities beneficially owned diagrams (Month/Day/Year) (Code (Instr. 8) (An Meresco, Inc. [Al 3. Date of Earliest Tra 02/12/2015 (A) If Amendment, Date (An Instruction Dat	Ameresco, Inc. [AMR0 st) (First) (Middle) (Street) 3. Date of Earliest Transac 02/12/2015 (Street) 4. If Amendment, Date Ori (GHAM, MA 01701 (State) (Zip) Table I Security 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) (Month. Day/Year) 3. Date of Earliest Transac 02/12/2015 4. If Amendment, Date Ori 2. Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Ameresco, Inc. [AMRC] st) (First) (Middle) ERESCO, INC., 111 SPEEN ST., SUITE (Street) 4. If Amendment, Date Original Filed (102/12/2015) (GHAM, MA 01701 (State) (Zip) Table I - Non-Derivative Securities Date (Instr. 8) Report on a separate line for each class of securities beneficially owned directly or indirectly or	Ameresco, Inc. [AMRC] Ameresco, Inc. [AMRC]	Ameresco, Inc. [AMRC] 3. Date of Earliest Transaction (Month/Day/Year) 02/12/2015 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (GHAM, MA 01701 (Zip) Table I - Non-Derivative Securities Acquired Execution Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Report on a separate line for each class of securities beneficially owned directly or indirectly. Table II - Derivative Securities Acquired, Disposed of, or Beneficially owned directly or indirectly. Table II - Derivative Securities Acquired, Disposed of, or Beneficially owned directly or indirectly. Table II - Derivative Securities Acquired, Disposed of, or Beneficially owned directly or indirectly. Persons who respond to the contained in this form are n form displays a currently variety or Exercise (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially owned directly or indirectly. Persons who respond to the contained in this form are n form displays a currently variety or Exercise (Month/Day/Year) (Month/Day/Year) Amount (I) Persons who respond to the contained in this form are n form displays a currently variety or Disposed of (D) (Instr. 3, 4, and 5) (Month/Day/Year) Date Exercisable and T. Title are Code (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date (Month/Day/Year) (Instr. 3, 4, and 5)	Ameresco, Inc. [AMRC] (Street) (Ameresco, Inc. [AMRC] (Street) (All f Amendment, Date Original Filed(Month/Day/Year) (GHAM, MA 01701 (State) (Zip) (Zip) (Zip) (Zip) (An Deemed Execution Date, if (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A) or Disposed of (D) Owned Following (Instr. 3, 4 and 5) (Instr. 3 and 4) (A) or Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) (Month/Day/Year) (Instr. 3) (Ins	Ameresco, Inc. [AMRC] (Check Ameresco, Inc. [ARC] (Check Ameresco, Inc. [AMRC] (Check Ameresc	Ameresco, Inc. [AMRC] Ameresco, Inc. [AMRC] Ameresco, Inc. [AMRC] Security Ameresco, Inc. [AMRC] 3. Date of Earliest Transaction (Month/Day/Year) 4. If Amendment, Date Original Filed(Month/Day/Year) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (Month/Day/Year) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Code V Amount (A) or (D) Price (Instr. 3, 4 and 5) (Instr. 3 and 4) (Code (B, puts, calls, warrants, options, convertible securities) (Instr. 3) (Instr. 4)	Ameresco, Inc. [AMRC] (Check all applicable) (Street) (A) If Amendment, Date Original Filed(Month/Day/Year) (Street) (Month/Day/Year) (Month/Day/Yea

Describes Occurs Name / Address	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Miller Jennifer L C/O AMERESCO, INC. 111 SPEEN ST., SUITE 410 FRAMINGHAM, MA 01701	X					

Signatures

/s/ David J. Corrsin, attorney-in-fact	02/12/2015
**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) Of the shares subject to the option, 20% vest on February 12, 2016, and the remainder vest in four equal installments on each of the subsequent four anniversaries of such date.

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.