

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* Murley Thomas S <small>(Last) (First) (Middle)</small> C/O AMERESCO, INC., 111 SPEEN STREET <small>(Street)</small> FRAMINGHAM, MA 01701 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol Ameresco, Inc. [AMRC] 3. Date of Earliest Transaction (Month/Day/Year) 12/04/2020 4. If Amendment, Date Original Filed(Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
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		

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	12/04/2020		M		1,087	A	\$ 6.8	11,587	D	
Class A Common Stock	12/04/2020		M		500	A	\$ 15.37	12,087	D	
Class A Common Stock	12/04/2020		M		4,000	A	\$ 11.55	16,087	D	
Class A Common Stock	12/04/2020		S		5,587	D	\$ 43.721 (1)	10,500	D	
Class A Common Stock	12/07/2020		M		1,500	A	\$ 15.37	12,000	D	
Class A Common Stock	12/07/2020		M		12,170	A	\$ 5.1	24,170	D	
Class A Common Stock	12/07/2020		S		13,670	D	\$ 43.38 (2)	10,500	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to purchase)	\$ 6.80	12/04/2020		M		1,087	(3)	05/30/2027	Class A Common Stock	1,087.00	\$ 6.8	4,000	D	
Stock Option (right to purchase)	\$ 15.37	12/04/2020		M		500	(4)	05/22/2029	Class A Common Stock	500.00	\$ 15.37	9,500	D	
Stock Option (right to purchase)	\$ 11.55	12/04/2020		M		4,000	(5)	05/23/2028	Class A Common Stock	4,000.00	\$ 11.55	6,000	D	
Stock Option (right to purchase)	\$ 15.37	12/07/2020		S		1,500	(4)	05/22/2029	Class A Common Stock	1,500.00	\$ 15.37	8,000	D	

Stock Option (right to purchase)	\$ 5.10	12/07/2020		S		12,170	(6)	10/25/2026	Class A Common Stock	12,170.00	\$ 5.1	20,000	D	
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Murley Thomas S C/O AMERESCO, INC. 111 SPEEN STREET FRAMINGHAM, MA 01701	X			

Signatures

/s/ David J. Corrsin, attorney-in-fact		12/08/2020
		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).

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.70 to \$43.76, inclusive. The reporting person undertakes (1) 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 this footnote (1) to this Form 4.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.25 to \$43.53, inclusive. The reporting person undertakes (2) 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 this footnote (2) to this Form 4.

(3) Of the shares subject to the option, 20% vested on June 1, 2018, and the remainder vest in four equal installments on each of the subsequent four anniversaries of such date.

(4) Of the shares subject to the option, 20% vested on May 23, 2020, and the remainder vest in four equal installments on each of the subsequent four anniversaries of such date.

(5) Of the shares subject to the option, 20% vested on May 24, 2019, and the remainder vest in four equal installments on each of the subsequent four anniversaries of such date.

(6) Of the shares subject to the option, 20% vested on October 26, 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.

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