

ECOLOGY & ENVIRONMENT INC

Form 4

February 12, 2008

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FRANK RONALD L

(Last) (First) (Middle)

368 PLEASANT VIEW DRIVE

(Street)

LANCASTER, NY 14086

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ECOLOGY & ENVIRONMENT
INC [EEI]

3. Date of Earliest Transaction
(Month/Day/Year)
08/30/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Executive V.P. of Finance

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ 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 B Common Stock <u>(1)</u> <u>(2)</u>	08/30/2007		J ⁽³⁾	V	8,915 <u>(3)</u>	\$ 12.2 <u>(3)</u>	187,234 D <u>(2)</u>
Class A Common Stock	08/30/2007		J ⁽³⁾	V	50 <u>(3)</u>	\$ 12.2 <u>(3)</u>	1,050 D
Class B Common Stock <u>(1)</u> <u>(2)</u>	08/30/2007		J ⁽³⁾	V	181 <u>(3)</u>	\$ 12.2 <u>(3)</u>	3,806 I
Class A Common	08/30/2007		J ⁽³⁾	V	470 <u>(3)</u>	\$ 12.2	9,870 I
							By former spouse <u>(4)</u> <u>(5)</u> By 401k Plan

[illegible]

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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 Owned Following Reported Transaction (Instr. 6)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRANK RONALD L 368 PLEASANT VIEW DRIVE LANCASTER, NY 14086	X		Executive V.P. of Finance	

Signatures

Ronald L. Frank 02/06/2008

****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) Class B Common Stock is convertible one-for-one into Class A Common Stock

(2) Reporting person is a party to an Agreement dated May 12, 1970 among Messrs. Gerhard J. Neumaier, Frank B. Silvestro, Gerald A. Strobel and Ronald L. Frank, whereby none of the shares subject to the Agreement may be sold without the seller first granting the others

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a right of first refusal. In addition, certain of the shares of Class B Common Stock owned by certain members of their families and a former spouse are subject to this right of first refusal. This is not an admission that the reporting person is the beneficial owner of the shares held in the name of others.

- (3) 5% Stock dividend on Class A and Class B Common Stock for shareholder of record on August 1, 2007 payable August 30, 2007 and as a result thereof the Company's stated capital is increased by \$0.01 per share and its excess of stated capital is increased by \$12.20 per share and retained earnings are reduced by similar amounts.
- (4) Not an admission that Reporting Person is beneficial owner. Reporting Person has no pecuniary interest in the shares owned by his former spouse
- (5) Subject to the terms of an agreement entered into in 1989 between the Reporting Person and his former spouse, the Reporting Person has the right to vote these shares pursuant to an irrevocable proxy.

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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