

ECOLOGY & ENVIRONMENT INC
 Form 4
 January 24, 2014

FORM 4

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

OMB APPROVAL

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

(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)
 01/17/2014

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Class B Common Stock <u>(1)</u> <u>(2)</u>						D <u>(2)</u>	
Class A Common Stock					5,582	D	
Class A Common Stock					6,965	I	by 401 k Plan
Class A Common	01/17/2014		P	836	A \$ 7,640	I	By IRA
					10.9		

Stock

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 Owned Beneficially (Instr. 3, 4, and 5)
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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 01/24/2014
 __Signature of Date
 Reporting Person

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

Reporting person is a party to an Agreement dated May 12, 1970, as amended 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

(2) the others a right of first refusal. In addition, certain of the shares of Class B Common Stock owned by certain members of their families 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.

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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