

Verfuert Neal R  
Form 4  
November 08, 2010

**FORM 4**

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

OMB APPROVAL

OMB 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, 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 \*  
Verfuert Neal R

2. Issuer Name and Ticker or Trading Symbol  
ORION ENERGY SYSTEMS, INC.  
[OESX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
2210 WOODLAND DRIVE  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/05/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Executive Officer

MANITOWOC, WI 54220

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/05/2010		S <sup>(1)</sup>		26,380	D	\$ 3.4289 (2)	746,946	I	By Spouse
Common Stock	11/08/2010		S <sup>(1)</sup>		23,620	D	\$ 3.4064 (3)	723,326	I	By Spouse
Common Stock								1,807,861	D	

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

**Persons who respond to the collection of information contained in this form are not**

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

**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 or Value of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (right to buy)	\$ 2.2					<u>(4)</u>	12/20/2016	Common Stock	204,546
Stock Options (right to buy)	\$ 4.49					<u>(5)</u>	07/27/2011	Common Stock	180,958
Stock Options (right to buy)	\$ 5.35					<u>(6)</u>	08/08/2018	Common Stock	108,911
Stock Options (right to buy)	\$ 3.78					<u>(7)</u>	05/19/2019	Common Stock	35,276
Stock Options (right to buy)	\$ 3.46					<u>(8)</u>	05/18/2020	Common Stock	34,207
Stock Options (right to buy)	\$ 2.2					<u>(4)</u>	12/20/2016	Common Stock	20,000
Stock Options (right to buy)	\$ 4.49					<u>(5)</u>	07/27/2011	Common Stock	125,974

