Heritage-Crystal Clean, Inc. Form 4

March 03, 2017 FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number: January 31,

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Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Ray Gregory			2. Issuer Name and Ticker or Trading Symbol Heritage-Crystal Clean, Inc. [HCCI]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
C/O HERITAGE-CRYSTAL CLEAN, INC., 2175 POINT BOULEVARD, SUITE 275			(Month/Day/Year) 03/01/2017	Director 10% Owner X Officer (give title Other (specify below) COO		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
ELGIN, IL 60123			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Owned		
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1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	03/01/2017		M	20,107 (1)	A	\$ 11.5	175,709	D	
Common Stock	03/01/2017		S	20,107 (1)	D	\$ 15.64 (2)	155,602	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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day)	Pate	7. Title and L Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 11.5	03/01/2017		M	20,107	(3)	03/17/2018	Common Stock	20,107 (1)

Reporting Owners

Reporting Owner Name / Address	Relationships				
. 8	Director	10% Owner	Officer	Other	
Ray Gregory					
C/O HERITAGE-CRYSTAL CLEAN, INC.			COO		
2175 POINT BOULEVARD, SUITE 275			COO		
ELGIN, IL 60123					

Signatures

/s/ Mark DeVita, as Attorney-in-Fact 03/03/2017

**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) Exercises were made pursuant to a Rule 10b5-1 plan.
- The price reported in Column 4 is a weighted average price. These shares were exercised in multiple transactions at prices ranging from \$15.55 to \$15.75, inclusive. The reporting person undertakes to provide Heritage-Crystal Clean, Inc. any security holder of Heritage-Crystal Clean, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares exercised at each separate price within the ranges set forth.
- (3) Fully vested.

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.

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