

Midwest Energy Emissions Corp.  
Form 4  
July 15, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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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, 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 \*  
MacPherson Richard

2. Issuer Name and Ticker or Trading Symbol  
Midwest Energy Emissions Corp.  
[MEEC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
07/12/2013

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

34 CEDARBANK TERRACE

(Street)

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

HALIFAX, A5 B3P 2TR

(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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |  |
| Common Stock                    | 07/12/2013                           |  | M                              |   | 506,920<br>(1)  | A  | \$ 0.5 506,920 D                           |
| Common Stock                    | 07/12/2013                           |  | M                              |   | 1,234,164<br>(2)  | A  | \$ 0.5 18,553,225 I                        |
| Common Stock                    | 07/12/2013                           |  | S                              |   | 1,000,000<br>(3)  | D  | \$ 0.001 17,553,225 I                      |

By  
3253517  
Nova Scotia Limited  
By  
3253517  
Nova Scotia Limited

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|              |            |   |                  |   |          |            |   |  |
|--------------|------------|---|------------------|---|----------|------------|---|--|
| Common Stock | 07/12/2013 | S | 1,000,000<br>(3) | D | \$ 0.001 | 16,553,225 | I | By<br>3253517<br>Nova<br>Scotia<br>Limited |
|--------------|------------|---|------------------|---|----------|------------|---|--|

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 Underlying (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|-------------------|--|------------------|--|
|  |  |                                      |  |                                | V   | (A)               | (D)  | Date Exercisable |  |
| 12% Convertible Promissory Note            | \$ 0.5   | 07/12/2013                           |  | M                              |   | \$ 252,199<br>(1) | 06/27/2013   | 06/27/2016       | Units                                    |
| 12% Convertible Promissory Note            | \$ 0.5   | 07/12/2013                           |  | M                              |   | \$ 614,012<br>(2) | 06/27/2013   | 06/27/2016       | Units                                    |
| Warrants                                   | \$ 0.75  | 07/12/2013                           |  | M                              | 126,730   |                   | 07/12/2013   | 07/12/2015       | Common Stock                             |
| Warrants                                   | \$ 0.75  | 07/12/2013                           |  | M                              | 308,541   |                   | 07/12/2013   | 07/12/2015       | Common Stock                             |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| MacPherson Richard<br>34 CEDARBANK TERRACE<br>HALIFAX, A5 B3P 2TR | X             | X         |         |       |

## Signatures

/s/ Richard  
MacPherson

07/15/2013

\_\_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) Pursuant to a notice of conversion, the Reporting Person converted a promissory note with a principal balance of \$252,199 and accrued interest of \$1,261 into 506,920 Units of the Issuer, with each Unit consisting of one share of common stock and one warrant to purchase 0.25 additional shares of common stock at \$0.75 per share.

(2) Pursuant to a notice of conversion, 3253517 Nova Scotia Limited converted a promissory note with a principal balance of \$614,012 and accrued interest of \$3,070 into 1,234,164 Units of the Issuer, with each Unit consisting of one share of common stock and one warrant to purchase 0.25 additional shares of common stock at \$0.75 per share. The Reporting Person is the controlling principal of 3253517 Nova Scotia Limited.

(3) On July 12, 2013, 3253517 Nova Scotia Limited effected a transfer of 1,000,000 and 1,000,000 shares of common stock to two transferees in private transactions for consideration of \$1,000 in cash received from each of the transferees.

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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