

Forcier Jason
Form 4
May 24, 2011

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 *
Forcier Jason

(Last) (First) (Middle)
C/O A123 SYSTEMS, INC., 200
WEST STREET
(Street)

WALTHAM, MA 02451

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
A123 SYSTEMS, INC. [AONE]

3. Date of Earliest Transaction
(Month/Day/Year)
05/20/2011

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)
VP, Automotive Group

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)
Common Stock	05/20/2011		A	V	40,000 (1) (2)	A	\$ 0 59,783 (3) D
Common Stock	05/23/2011		S(4)		4,945	D	\$ 5,5246 54,838 (1) (5) D

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

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SEC 1474
(9-02)

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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. Amount or Number of Shares
Stock Option (right to buy)	\$ 5.66	05/20/2011		A	\$ 50,000	<u>(6)</u> 05/20/2021	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Forcier Jason C/O A123 SYSTEMS, INC. 200 WEST STREET WALTHAM, MA 02451			VP, Automotive Group	

Signatures

/s/ Eric J. Pyenson, Attorney-in-Fact for Jason Forcier 05/24/2011

__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) Restricted stock units ("RSUs"). Upon vesting thereof, the Reporting Person is entitled to receive one (1) share of common stock for each one (1) RSU.
- (2) 25% of the RSUs will vest on May 20, 2012, and 6.25% of the total number of RSUs will vest at the end of each three-month period thereafter, so that 100% of the RSUs will be fully vested on May 20, 2015.
- (3) Includes 54,838 RSUs.
- (4) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
These transactions were executed in multiple trades in prices ranging from \$5.50 to \$5.56. The price reported in Column 4 above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide to the SEC staff, the Issuer, or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.
- (5) Option vests with respect to 25% of the shares subject thereto on May 20, 2012, and 6.25% of the total shares subject to the option will vest at the end of each three-month period thereafter, such that the option will be fully vested and exercisable on May 20, 2015.
- (6)

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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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