

Gross Michael C.
Form 4
July 27, 2017

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Gross Michael C.

2. Issuer Name **and** Ticker or Trading
Symbol
ECOLOGY & ENVIRONMENT
INC [EEI]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
07/25/2017

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

4664 GREEN ROAD

(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

LOCKPORT, NY 14094

(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 Beneficial Ownership (Instr. 4)
Class A Common Stock				(A) or (D)	400	D	
Class B Common Stock ⁽¹⁾					5,949 ⁽²⁾	I ⁽²⁾	Co-Trustee and 1/3 contingent remainderman of Trust that owns shares
Class B Common Stock ⁽¹⁾					17,500 ⁽³⁾	I ⁽³⁾	Co-Trustee and 1/3 contingent

remainderman
of Trust that
owns shares

Class A
Common Stock 07/25/2017 A⁽⁴⁾ 1,596 A \$ 12.53 4,265 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 required to respond unless the form displays a currently valid OMB control number.

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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Gross Michael C. 4664 GREEN ROAD LOCKPORT, NY 14094	X

Signatures

Michael C Gross 07/26/2017

 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).

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- (1) Class B Common Stock is convertible one-for-one into Class A Common Stock

Reporting Person is one of three co-trustees of an inter vivos trust established by his parents for their benefit that owns these shares of

- (2) Class B Common Stock and is a one-third contingent remainder beneficiary of the trust's assets which include a total of 17,848 of such shares of which he disclaims beneficial interest in 11,899 of those shares.

Reporting Person is one of three co-trustees of an inter vivos trust established by his father for the benefit of his mother, himself and his

- (3) siblings that owns shares of Class B Common Stock. The Reporting Person is a one-third contingent remainder beneficiary of the trust's assets which include 52,500 of such shares of which he disclaims beneficial interest in 35,000 of those shares.

- (4) Award of Class A Common Stock pursuant to the 2011 Ecology and Environment, Inc. Stock Award Plan

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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