

Advanced Emissions Solutions, Inc.
 Form 4
 March 05, 2015

FORM 4

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

OMB APPROVAL

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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 *
 Sampson L Heath

2. Issuer Name and Ticker or Trading Symbol
 Advanced Emissions Solutions, Inc.
 [ADES]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/03/2015

____ Director
 Officer (give title below) _____ Other (specify below)
 Chief Financial Officer

C/O ADVANCED EMISSIONS SOLUTIONS, INC., 9135 S RIDGELINE BLVD STE 200

(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

HIGHLANDS RANCH, CO 80129

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 03/03/2015 | | A | (A) or (D) Code V Amount Price A 14,583 \$ 0 (1) (2) | 26,318 (3) | 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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|---------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Performance Share Units | (4) | 03/03/2015 | | A | 29,166 (5) | (4) | (4) | Common Stock | 29,166 (5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sampson L Heath C/O ADVANCED EMISSIONS SOLUTIONS, INC. 9135 S RIDGELINE BLVD STE 200 HIGHLANDS RANCH, CO 80129 | | | Chief Financial Officer | |

Signatures

/s/ Christine B. Amrhein, by power of attorney 03/05/2015

**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).
- Represents Restricted Stock issued pursuant to the 2015 Long Term Incentive Plan ("LTIP") under the Advanced Emissions Solutions, Inc. (the "Company") Amended and Restated 2007 Equity Incentive Plan, as amended (the "2007 Plan"). The Restricted Stock will vest in
- (1) equal installments on January 2, 2016, January 2, 2017 and January 2, 2018 subject to continuous service with the Company or its related entities unless such shares vest sooner pursuant to Section 11 of the 2007 Plan or the reporting person's employment agreement with the Company.
 - (2) The shares of Restricted Stock were granted for services to be rendered to the Company by the reporting person.
 - (3) Of the amount shown, 25,384 shares are restricted stock (not fully vested and subject to forfeiture under the 2007 Plan).
- Each Performance Share Unit ("PSU") represents a contingent right to receive one share of the Company's common stock upon vesting of
- (4) the PSU, which will occur, if at all, on January 2, 2018 subject to the reporting person's continuous service with the Company or its related entities and the achievement of certain pre-established goals to be measured as of December 31, 2017, unless such PSUs vest sooner at the target amount pursuant to Section 11 of the 2007 Plan or the reporting person's employment agreement with the Company.
 - (5) Represents the maximum number of PSUs that will vest, if at all, which is 200% of the target payout, granted pursuant to the 2015 LTIP under the 2007 Plan.
 - (6) The PSUs were granted for services to be rendered to the Company by the reporting person.

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.