

Advanced Emissions Solutions, Inc.
 Form 4
 January 05, 2016

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 *
 Amrhein Christine B.

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)
 9135 S. RIDGELINE BLVD.,
 SUITE 200, C/O ADVANCED
 EMISSIONS SOLUTIONS, INC.
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/01/2016

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

HIGHLANDS RANCH, CO 80129
 (City) (State) (Zip)

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

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock | 01/01/2016 | | F | 476 ⁽¹⁾ | D | 7.07 ₍₂₎ | 14,881 | D |
| Common Stock | 01/02/2016 | | F | 297 ⁽³⁾ | D | 7.07 ₍₂₎ | 14,584 | D |
| Common Stock | 01/02/2016 | | F | 450 ⁽⁴⁾ | D | 7.07 ₍₂₎ | 14,134 ⁽⁵⁾ | D |

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Common Stock 30,994 ⁽⁶⁾ I By Spouse

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. 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 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 |
| Amrhein Christine B. 9135 S. RIDGELINE BLVD., SUITE 200 C/O ADVANCED EMISSIONS SOLUTIONS, INC. HIGHLANDS RANCH, CO 80129 | | | General Counsel | |

Signatures

/s/ Christine B. Amrhein 01/05/2016

**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 the shares withheld to satisfy the minimum statutory tax withholding obligations upon the vesting of 1,279 shares issued under (1) the issuer's Amended and Restated 2007 Equity Incentive Plan, as amended (the "2007 Plan"), pursuant to the 2013 Long Term Incentive Plan.

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- (2) The share price used is the average of the high bid and low ask stock prices on the relevant date, calculated in accordance with the provisions of the 2007 Plan.
- (3) Represents the shares withheld to satisfy the minimum statutory tax withholding obligations upon the vesting of 797 shares issued under the 2007 Plan pursuant to the 2014 Long Term Incentive Plan.
- (4) Represents the shares withheld to satisfy the minimum statutory tax withholding obligations upon the vesting of 1,208 shares issued under the 2007 Plan pursuant to the 2015 Long Term Incentive Plan.
- (5) Of the amount shown, 1,746 shares are held in the qualified pension plan account of the reporting person and 4,163 shares are restricted stock (not fully vested and subject to certain repurchase rights under the 2007 Plan).
- (6) Of the amount shown, 9,532 shares are held in a qualified pension plan account of the reporting person's spouse in accordance with the issuer's Amended and Restated 2010 Non-Management Compensation and Incentive 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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