

TECOGEN INC.
Form 4/A
December 20, 2016

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HATSOPOULOS JOHN

(Last) (First) (Middle)

45 FIRST AVENUE

(Street)

WALTHAM, MA 02451

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
TECOGEN INC. [TGEN]

3. Date of Earliest Transaction
(Month/Day/Year)
06/03/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)
12/14/2016

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Executive Officer

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				(A) or (D)	3,252,395 ⁽¹⁾ <u>(2)</u>	D	

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

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information contained in this form are not
required to respond unless the form
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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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
HATSOPOULOS JOHN 45 FIRST AVENUE WALTHAM, MA 02451	X	X	Chief Executive Officer	

Signatures

/s/ David Garrison, attorney
in fact
12/20/2016
____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).

This is an amendment to Mr. Hatsopoulos Form 4 filed on 12/14/16. Mr. Hatsopoulos did not dispose of 2,135,210 share. Instead the company he controlled, J&P Enterprises, dissolved, and the shares held by the company were distributed to certain trusts held by Mr. Hatsopoulos, as broken out in footnote #2.

Mr. Hatsopoulos' beneficial ownership is broken out as followed: (1) 155,351 shares held directly by Mr. Hatsopoulos; (2) 28,225 shares held directly by Patricia Hatsopoulos, Mr. Hatsopoulos' wife; (3) 1,039,480 shares held by the Nia M. Hatsopoulos Jephson 2011 Irrevocable Trust, where Mr. Hatsopoulos is the trustee; (4) 1,039,480 shares held by the Alexander J. Hatsopoulos 2011 Irrevocable Trust, where Mrs. Hatsopoulos is the trustee; and (5) 989,859 shares held by the John N. Hatsopoulos Family Trust 2007, where Mrs. Hatsopoulos and George Hatsopoulos are trustees.

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.