

ACORN ENERGY, INC.

Form 4

May 10, 2013

**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  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MCKEE ROBERT E III

(Last) (First) (Middle)

C/O ACORN ENERGY, 3903  
CENTERVILLE ROAD

(Street)

WILMINGTON, DE US 19807

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
ACORN ENERGY, INC. [ACFN]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/08/2013

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)

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                           |                                                                                                                    |                                                                      |                                                                   |
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |

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  
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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)**

| 1. Title of<br>Derivative<br>Security | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number of<br>Derivative<br>Securities | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>of Underlying<br>Securities |
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|------------------------------------------|----------------------------------------------------------------|----------------------------------------------------|
|                                       |                              |                                         |                                         |                        |                                          |                                                                |                                                    |

## Edgar Filing: ACORN ENERGY, INC. - Form 4

| (Instr. 3)              | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) |        |     |                     | (Instr. 3 and 4) |                 |                                     |
|-------------------------|------------------------------------|------------------|------------|------------------------------------------------------------------|--------|-----|---------------------|------------------|-----------------|-------------------------------------|
|                         |                                    |                  | Code       | V                                                                | (A)    | (D) | Date<br>Exercisable | Expiration Date  | Title           | Amount<br>or<br>Number<br>of Shares |
| stock<br>options<br>(1) | \$ 7.86                            | 05/08/2013       | A          |                                                                  | 25,000 |     | (2)                 | 05/08/2020(3)    | common<br>stock | 25,000                              |
| stock<br>options<br>(4) | \$ 7.86                            | 05/08/2013       | A          |                                                                  | 10,000 |     | 05/08/2013          | 05/08/2020(3)    | common<br>stock | 10,000                              |

## Reporting Owners

| Reporting Owner Name / Address                                                             | Relationships |           |         |       |
|--------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                            | Director      | 10% Owner | Officer | Other |
| MCKEE ROBERT E III<br>C/O ACORN ENERGY<br>3903 CENTERVILLE ROAD<br>WILMINGTON, DE US 19807 | X             |           |         |       |

## Signatures

Robert E.  
McKee, III

05/10/2013

\_\_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) Awarded upon Mr. McKee's appointment as Director pursuant to the Acorn Energy, Inc. 2006 Stock Option Plan for Non-Employee Directors.
- (2) One-third of the options vest and become exercisable on each of the first, second and third anniversaries of the grant date.
- (3) Options shall expire on the earlier of (a) 5/8/20 or (b) 18 months from the date Mr. McKee ceases to be a director, officer, employee or consultant.
- (4) Awarded pursuant to the Acorn Energy, Inc. 2006 Stock Incentive Plan in connection with the provision by Mr. McKee, prior to being elected to the Acorn Energy, Inc. Board of Directors, of certain services to Acorn Energy, Inc.

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.