Edgar Filing: Fehsenfeld Fred M Jr - Form 4

Fehsenfeld F Form 4 May 29, 2007 FORM Check thi if no long subject to Section 1 Form 4 of Form 5 obligation may cont <i>See</i> Instru 1(b).	9 I 4 UNITED S is box ger 6. r Filed purs Section 17(a	ENT OF uant to S) of the I	Was F CHAN Section 16 Public Ut	hington, GES IN I SECUR	D.C. 205 BENEFI ITIES e Securiti ing Com	549 CIA es Ea pany	L OW schang Act o	COMMISSION NERSHIP OF ge Act of 1934, f 1935 or Sectic 40	OMB Number: Expires: Estimated a burden hou response	irs per	
(Last) (First) (Middle)			 Issuer Name and Ticker or Trading Symbol Heritage-Crystal Clean, Inc. [HCCI] Date of Earliest Transaction (Month/Day/Year) 					5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X DirectorX 10% Owner			
			/2009 mendment, Date Original Aonth/Day/Year)				Officer (give title Other (specify below) 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
INDIANAP (City)	OLIS, IN 43268 (State) (2	Zip)	Tabl	I Non D	ominativa (Soonni	tios A a	Person			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deer Executio any	med on Date, if	Sable I - Non-Derivative Securities Ac 3. 4. Securities c, if TransactionAcquired (A) or Code Disposed of (D) ear) (Instr. 8) (Instr. 3, 4 and 5) (A) or			5. Amount of 6 Securities F Beneficially (1 Owned In Following (1 Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial		
Common Stock	05/27/2009			Code V A	Amount 2,777 (1)		Price \$ 0	(Instr. 3 and 4) 1,002,965	D		
Common Stock								10,000	I	See Footnote	

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)	4. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Tit Amou Unde Secur (Instr	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
I O	Director	10% Owner	Officer	Other			
Fehsenfeld Fred M Jr 5400 WEST 86TH STREET PO BOX 68123 INDIANAPOLIS, IN 43268	Х	Х					
Signatures							
/s/ Samuel C. Schlessinger, Attorney-in-Fact		05	/29/2009)			
**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) Restricted stock award which vests fully on the first anniversary of the date of grant.
- Includes 2,000 shares purchased by Mr. Fehsenfeld's spouse and 4,000 shares purchased by each of two of Mr. Fehsenfeld's children in the issuer's Direct Placement in connection with the issuer's initial public offering.

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.