## Edgar Filing: Chalhoub Joseph - Form 4

Chalhoub Jo	seph											
Form 4 February 28	2013											
February 28, 2013 FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION										OMB APPROVAL		
	UNITED		SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549					OMB Number:	3235-0287			
Check th if no long subject to Section I Form 4 c Form 5 obligatio may cont <i>See</i> Instr	F CHANGES IN BENEFICIAL OWNERSHI SECURITIES Section 16(a) of the Securities Exchange Act of Public Utility Holding Company Act of 1935 or of the Investment Company Act of 1940					e Act of 1934, f 1935 or Sectio	Expires: January 31, 2005 Estimated average burden hours per response 0.5					
1(b).												
(Print or Type l	Responses)											
Chalhoub Joseph Syn			Symbol	Name and			-	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First)	(Middle)	c	Earliest Tr		L		(Chec	ck all applicable)			
(Mor			(Month/D	(Month/Day/Year) 02/26/2013				X DirectorX 10% Owner X Officer (give title Other (specify below) below) President & CEO				
				endment, Date Original onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
ELGIN, IL 60123								Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Table	e I - Non-D	erivative	Securi	ities Acc	quired, Disposed o	f, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, any		on Date, if	3. 4. Securities Acquired e, if Transaction(A) or Disposed of Code (D) ear) (Instr. 8) (Instr. 3, 4 and 5) (A) or			Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
-				Code V	Amount		Price	(Instr. 3 and 4)		See		
Common Stock	02/26/2013			S	5,351	D	\$ 15.1	1,258,501	Ι	Footnote $(1)$		
		<b>C</b> 1	1 6	1	• 11	1 1.	4	• •• ••				

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 required to respond unless the form displays a currently valid OMB control number.

 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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu 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						
	Director	10% Owner	Officer	Other				
Chalhoub Joseph C/O HERITAGE-CRYSTAL CLEAN, INC 2175 POINT BOULEVARD, SUITE 375 ELGIN, IL 60123	X X	Х	President & CEO					
Signatures								
/s/ Heidi J. Steele, as Attorney-in-Fact	02/28/2013	;						
**Signature of Reporting Person	Date							
Evaluation of Deenene	~~.							

## **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).
- Consists of 2,000 shares held on behalf of Mr. Chalhoub's minor son and 1,232,432 shares held by J. Chalhoub Holding, Ltd. Joseph
   (1) Chalhoub has voting control over all of the voting securities of J. Chalhoub Holdings, Ltd. Also includes the shares which are held in Breslube Industries Limited, of which the Reporting Person is the sole owner.

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.