Heritage-Crystal Clean, Inc. Form 4

FORM 4

May 12, 2015

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

Washington, D.C. 20549

January 31, Expires: 2005

Form 4 or Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Stock

(Print or Type Responses)

1. Name and Ad Fehsenfeld F	Symbol	2. Issuer Name and Ticker or Trading Symbol Heritage-Crystal Clean, Inc. [HCCI]				5. Relationship of Reporting Person(s) to Issuer					
(Last)	(First) (M		3. Date of Earliest Transaction				(Check all applicable)				
5400 WEST BOX 68123	*	(Month/Day/Year) 05/08/2015				X Director 10% Owner Officer (give title below) Other (specify below)					
	(Street)			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
INDIANAPO	Filed(Mo	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting					
INDIANAI	3L13, 11\ 4 3200						Person				
(City)	(State)	(Zip) Tab	le I - Non-D	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code	4. SecurionAcquired Disposed (Instr. 3,	d (A) c))	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	05/08/2015		A	3,773 (1)	A	\$ 0	1,018,821	D			
Common							10 000	ī	See Footnote		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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10,000

Footnote

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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	2.	3. Transaction Date		4. T	5.	6. Date Exer		7. Titl		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if		ionNumber	Expiration D		Amou		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day	(Year)	Under	, ,	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	Ť				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(211512
					4, and 5)						
					4, and 3)						
									Amount		
						.	.		or		
						Date	Expiration	Title	Number		
						Exercisable 1	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
Fehsenfeld Fred M Jr 5400 WEST 86TH STREET P.O. BOX 68123 INDIANAPOLIS, IN 43268	X						

Signatures

/s/ Mark DeVita, 05/11/2015 Attorney-in-Fact

**Signature of Reporting Person

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 May 8, 2016.
- 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 **(2)** 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.

Reporting Owners 2