

Hannon Armstrong Sustainable Infrastructure Capital, Inc.  
 Form 4  
 February 13, 2015

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Herron J Brendan

2. Issuer Name and Ticker or Trading Symbol  
 Hannon Armstrong Sustainable Infrastructure Capital, Inc. [HASI]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 1906 TOWNE CENTRE BLVD., SUITE 370  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/12/2015

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EVP and CFO

ANNAPOLIS, MD 21401

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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)
			Code	V Amount (D) Price			
Common Stock, par value \$0.01 per share	02/12/2015		S <sup>(1)</sup>	11,200 D 14.588	128,868 <sup>(3)</sup>	D	
					<sup>(2)</sup>		

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

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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 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. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				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
Herron J Brendan 1906 TOWNE CENTRE BLVD. SUITE 370 ANNAPOLIS, MD 21401			EVP and CFO	

## Signatures

/s/ J. Brendan Herron                      02/13/2015

\_\_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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan, dated September 9, 2014.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.52 to \$14.66, inclusive. The Reporting Person undertakes to provide Hannon Armstrong Sustainable Infrastructure Capital, Inc. (the "Company"), any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (2) Excludes 135,938 limited partnership units ("OP units") in Hannon Armstrong Sustainable Infrastructure, L.P., the Company's operating partnership subsidiary, held by the Reporting Person, which are redeemable for cash or at the option of the Company for shares of Common Stock of the Company on a one-for-one basis. Concurrently with the closing of the Company's initial public offering ("IPO") on April 23, 2013, 129,524 limited partnership units ("OP units") in Hannon Armstrong Sustainable Infrastructure, L.P., a Delaware limited partnership (the "Partnership"), of which the Company is the general partner, were issued to the Reporting Person pursuant to the terms of the partnership agreement of the Partnership upon conversion of the Reporting Person's existing limited partnership interest in the Partnership. As part of the same transaction, but 30 days after the initial issuance, an additional 6,414 OP units were issued to the Reporting Person.
- (3) Excludes 135,938 limited partnership units ("OP units") in Hannon Armstrong Sustainable Infrastructure, L.P., the Company's operating partnership subsidiary, held by the Reporting Person, which are redeemable for cash or at the option of the Company for shares of Common Stock of the Company on a one-for-one basis. Concurrently with the closing of the Company's initial public offering ("IPO") on April 23, 2013, 129,524 limited partnership units ("OP units") in Hannon Armstrong Sustainable Infrastructure, L.P., a Delaware limited partnership (the "Partnership"), of which the Company is the general partner, were issued to the Reporting Person pursuant to the terms of the partnership agreement of the Partnership upon conversion of the Reporting Person's existing limited partnership interest in the Partnership. As part of the same transaction, but 30 days after the initial issuance, an additional 6,414 OP units were issued to the Reporting Person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

## Edgar Filing: Hannon Armstrong Sustainable Infrastructure Capital, Inc. - Form 4

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