

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Verfuertch Neal R</u>  (Last) (First) (Middle) 2210 WOODLAND DRIVE  (Street) MANITOWOC WI 54220  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ORION ENERGY SYSTEMS, INC. [ OESX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chief Executive Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) 06/30/2010	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	(A) or (D)	Price			
Common Stock	06/30/2010		M		20,000	A	\$2.2	789,234	I	By Spouse
Common Stock	06/30/2010		F <sup>(1)</sup>		15,908 <sup>(1)</sup>	D <sup>(1)</sup>	\$3.16 <sup>(1)</sup>	773,326	I	By Spouse
Common Stock								1,877,861	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Stock Options (right to buy)	\$2.2	06/30/2010		M			20,000	(2)	12/20/2016	Common Stock 20,000	\$0	20,000	I	By Spouse
Stock Options (right to buy)	\$2.2							(2)	12/20/2016	Common Stock 204,546		204,546	D	
Stock Options (right to buy)	\$5.35							(3)	08/08/2018	Common Stock 108,911		108,911	D	
Stock Options (right to buy)	\$3.78							(4)	05/19/2019	Common Stock 35,276		35,276	D	
Stock Options (right to buy)	\$3.46							(5)	05/18/2020	Common Stock 34,207		34,207	D	
Stock Options (right to buy)	\$4.49							07/27/2008 <sup>(6)</sup>	07/27/2011	Common Stock 180,958		180,958	D	
Stock Options (right to buy)	\$5.35							(3)	08/08/2008	Common Stock 1,650		1,650	I	By Spouse
Stock Options (right to buy)	\$4.49							07/27/2008 <sup>(6)</sup>	07/27/2011	Common Stock 125,974		125,974	I	By Spouse

**Explanation of Responses:**

- The reporting person effected a "net exercise" of her stock option for 20,000 shares by paying the exercise price and related tax withholding liabilities by relinquishing her rights to receive 15,908 of the shares otherwise receivable upon the exercise of her option. The price used to effect this net exercise was the closing sale price on the date of exercise of \$3.16 per share.
- Grant to reporting person of option to buy shares under the 2004 Equity Incentive Plan. This option, granted December 20, 2006, vests and becomes exercisable in 20% increments on December 20, 2007, 2008, 2009, 2010 and 2011, respectively.

3. Grant to reporting person of option to buy shares under the 2004 Stock and Incentive Awards Plan. This option, granted August 8, 2008, vests and becomes exercisable in 20% increments on August 8, 2009, 2010, 2011, 2012 and 2013, respectively.

4. Grant to reporting person of option to buy shares under the 2004 Stock and Incentive Awards Plan. This option, granted May 19, 2009, vests and becomes exercisable in 20% increments on May 19, 2010, 2011, 2012, 2013 and 2014, respectively.

5. Grant to reporting person of option to buy shares under the 2004 Stock and Incentive Awards Plan. This option, granted May 18, 2010, vests and becomes exercisable in 20% increments on May 18, 2011, 2012, 2013, 2014 and 2015, respectively.

6. Grant to reporting person of option to buy shares under the 2004 Stock and Incentive Awards Plan. This option, granted July 27, 2007, became fully exercisable on July 27, 2008.

**Remarks:**

/s/ Steven R. Barth, Attorney-  
in-Fact

07/02/2010

\*\* Signature of Reporting Person      Date

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

\* 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).

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

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