

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>Scribante John H</u> <hr/> (Last) (First) (Middle) ORION ENERGY SYSTEMS, INC. 1204 PILGRIM ROAD <hr/> (Street) PLYMOUTH WI 53073 <hr/> (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Sr. VP of Business Development</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/16/2008</u>	
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	09/16/2008		M		50,000	A	\$2.25	0 <sup>(1)</sup>	D	
Common Stock	09/16/2008		M		40,000	A	\$2.5	0 <sup>(1)</sup>	D	
Common Stock	09/16/2008		M		8,000	A	\$2.25	0 <sup>(1)</sup>	D	
Common Stock	09/16/2008		S		274,525 <sup>(1)</sup>	D	\$5.54 <sup>(2)</sup>	0 <sup>(1)</sup>	I	By TMS Trust
Common Stock								43,815	I	By Garden Villa on 3d LLC

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						Title
Stock Option (right to buy)	\$2.25	09/16/2008		M			8,000	(3)	03/24/2014	Common Stock	8,000	\$0	8,000	D	
Stock Option (right to buy)	\$2.25	09/16/2008		M			50,000	(4)	07/31/2014	Common Stock	50,000	\$0	75,000	D	
Stock Option (right to buy)	\$2.5	09/16/2008		M			40,000	(5)	06/02/2016	Common Stock	40,000	\$0	60,000	D	
Stock Options (right to buy)	\$5.35							(6)	08/08/2018	Common Stock	21,452		21,452	D	

Explanation of Responses:

- The shares received from the exercise of stock options by the reporting person were transferred to the TMS Trust in a transaction exempt from Section 16 reporting pursuant to Rule 16a-13.
- The sale price for each share of common stock was the closing price per share on September 15, 2008, pursuant to a pre-prescribed sale agreement entered into by the reporting person on August 19, 2008.
- Grant to reporting person of option to buy shares under the 2003 Stock Option Plan. This option, granted March 24, 2004, vests and becomes exercisable in 20% increments on March 31, 2005, 2006, 2007, 2008 and 2009, respectively.
- Grant to reporting person of option to buy shares under the 2003 Stock Option Plan. This option, granted July 31, 2004, vests and becomes exercisable as follows: 10% on August 1, 2004, 30% on March 31, 2006, 50% on March 31, 2007, 70% on March 31, 2008, 90% on March 31, 2009, and 100% on March 31, 2010.
- Grant to reporting person of option to buy shares under the 2004 Equity Incentive Plan. This option, granted June 2, 2006, vests and becomes exercisable in 20% increments on March 31, 2007, 2008, 2009, 2010 and 2011, respectively.
- 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.

/s/ Steven R. Barth, Attorney- 09/18/2008  
in-Fact

\*\* 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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