FORM 4

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

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

STATEMENT	OF	CHANGES	IN BE	NEFICIAL	OWNERS	SHIP

OMB APPROVAL

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

Name and Address of Reporting Person*     Verfuerth Patricia A						2. Issuer Name and Ticker or Trading Symbol ORION ENERGY SYSTEMS, INC. [ OESX ]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director  Officer (give title Other (specify					
(Last) (First) (Middle) 1204 PILGRIM ROAD					3. Date of Earliest Transaction (Month/Day/Year) 06/02/2009								VP of Operations						
(Street) PLYMOUTH WI 53073				4.	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting						
(City)	(S	State)	(Zip)											Persor	1				
		Та	ble I - N	on-De	rivati	ve S	ecur	ities A	cquire	d, Di	sposed o	f, or Be	neficia	ly Owned					
Date						2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Dispo			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 an		nd 5) Securities Beneficially Owned Followir Reported		1 1 1 1		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
						4			Code	v	Amount	(A) or (D)	Price	Transac (Instr. 3	tion(s) and 4)				
Common				06/02/2009		-			M		50,000	A	\$0.93	_	819,234 826,899		D		
Common					2/2009	-			M S		7,665 57,665	A D	\$0.68	_	9,234		D D		
				00/0	2/200.	1			1 3		37,003	+ -	Ψ3.393	$\vdash$			1	Ву	
Common Stock														1,95	7,861			Spouse	
			Table II								posed of, converti			/ Owned					
1. Title of Derivative Security (Instr. 3)  2. Conversion Date (Month/Day/Year) Price of Derivative Security		3A. Deemed Execution Date, if any		4. Transa	5. Number of Derivative		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 derivative Securitie Beneficia Owned Following Reported Transacti (Instr. 4)	Ownership es   Form: Direct (D) or Indirect (I) (Instr. 4) d tion(s)		11. Nature of Indirect Beneficial Ownership (Instr. 4)				
					Code	v	(A)	(D)	Date Exercisa	ble	Expiration Date	Title	Amount or Number of Share	s					
Stock Options (right to buy)	\$0.687	06/02/2009			M			7,665	03/31/20	04 <sup>(2)</sup>	10/01/2011	Common Stock	7,665	\$0	0		D		
Stock Options (right to buy)	\$0.937	06/02/2009			М			50,000	03/31/20	07 <sup>(3)</sup>	10/01/2011	Common Stock	50,000	\$0	0		D		
Stock Options (right to buy)	\$2.2								(4)		12/20/2016	Common Stock	40,000	)	40,00	00	D		
Stock Options (right to buy)	\$5.35								(5)		08/08/2018	Common Stock	1,650		1,650		D		
Stock Options (right to buy)	\$4.49								07/27/20	08 <sup>(6)</sup>	07/27/2011	Common Stock	125,97	4	125,9	74	D		
Stock Options (right to buy)	\$2.2								(4)		12/20/2016	Common Stock	204,54	6	204,5	46	I	By Spouse	
Stock Options (right to buy)	\$5.35								(5)		08/08/2018	Common Stock	108,91	1	108,9	11	I	By Spouse	
Stock Options (right to buy)	\$3.78								(7)		05/19/2019	Common Stock	35,276	5	35,27	'6	I	By Spouse	
Stock Options (right to buy)	\$4.49								07/27/20	08 <sup>(6)</sup>	07/27/2011	Common Stock	180,95	8	180,9	58	I	By Spouse	

## **Explanation of Responses:**

- 1. The price in Column 4 is a weighted average price, the prices actually received ranged from \$3.30 to \$3.56. The reporting person has provided to the issuer, and will provide to any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range for all transactions reported in this Form 4 utilizing an average weighted price.
- 2. Grant to reporting person of option to buy shares under the 2003 Stock Option Plan. This option, granted October 1, 2001, became fully vested on March 31, 2004.
- 3. Grant to reporting person of option to buy shares under the 2003 Stock Option Plan. This option, granted October 1, 2001, became fully vested on March 31, 2007.
- 4. 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.
- 5. 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.
- 6. Grant to reporting person of option to buy shares under the 2004 Equity Incentive Plan. This option, granted July 27, 2007, becomes fully exercisable on July 27, 2008.
- 7. 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.

## Remarks:

<u>Peter C. Underwood, Attorney-</u> <u>06/03/2009</u> <u>in-Fact</u>

\*\* 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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