

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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Verfuert Patricia A</u> (Last) (First) (Middle) <u>1204 PILGRIM ROAD</u> (Street) <u>PLYMOUTH WI 53073</u> (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>VP of Operations</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/02/2009</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	06/02/2009		M		50,000	A	\$0.937	819,234	D	
Common Stock	06/02/2009		M		7,665	A	\$0.687	826,899	D	
Common Stock	06/02/2009		S		57,665	D	\$3.3952 ⁽¹⁾	769,234	D	
Common Stock								1,957,861	I	By Spouse

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	Amount or Number of Shares				
Stock Options (right to buy)	\$0.687	06/02/2009		M		7,665		03/31/2004 ⁽²⁾	10/01/2011	Common Stock	7,665	\$0	0	D	
Stock Options (right to buy)	\$0.937	06/02/2009		M		50,000		03/31/2007 ⁽³⁾	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		40,000	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							07/27/2008 ⁽⁶⁾	07/27/2011	Common Stock	125,974		125,974	D	
Stock Options (right to buy)	\$2.2							(4)	12/20/2016	Common Stock	204,546		204,546	I	By Spouse
Stock Options (right to buy)	\$5.35							(5)	08/08/2018	Common Stock	108,911		108,911	I	By Spouse
Stock Options (right to buy)	\$3.78							(7)	05/19/2019	Common Stock	35,276		35,276	I	By Spouse
Stock Options (right to buy)	\$4.49							07/27/2008 ⁽⁶⁾	07/27/2011	Common Stock	180,958		180,958	I	By Spouse

