DESHPANDE GURURAJ

Form 4

January 06, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

Expires:

5 Relationship of Reporting Person(s) to

Form filed by More than One Reporting

January 31, 2005

0.5

Estimated average burden hours per

response...

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

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 *

1(b).

DESHPANDE GURURAJ	Symbol	Issuer			
	A123 SYSTEMS, INC. [AONE]	(Check all applicable)			
(Last) (First) (Middle)	3. Date of Earliest Transaction				
	(Month/Day/Year)	X Director 10% Owner			
C/O A123 SYSTEMS, INC., 321	01/04/2010	Officer (give title Other (specify			
ARSENAL STREET		below) below)			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
	Filed(Month/Day/Year)	Applicable Line)			
		X Form filed by One Reporting Person			

WATERTOWN, MA 02472

(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) our Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of 6. Securities Ownersh Beneficially Form: Owned Direct (I Following or Indire		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)		
Common Stock							138,607	D		
Common Stock	01/04/2010		J <u>(1)</u>	326,000	D	\$0	0	I	By Deshpande Irrevocable Trust	
Common Stock	01/04/2010		J <u>(1)</u>	2,546,701	D	\$0	0	I	By Unicorn Trust IV	
Common Stock	01/04/2010		<u>J(1)</u>	1,727,991	D	\$0	0	I	By Unicorn Trust VI	
	01/04/2010		J <u>(1)</u>	987,095	D	\$0	0	I		

Edgar Filing: DESHPANDE GURURAJ - Form 4

Common Stock								By Unicorn Trust VIII
Common Stock	01/04/2010	J <u>(1)</u>	1,291,235	D	\$0	0	I	By Unicorn Trust X
Common Stock	01/04/2010	J <u>(1)</u>	6,879,022	A	\$0	6,879,022	I	By Sparta Group MA LLC Series 6 (2)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise	•	any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	`	,	Securi	, ,	(Instr. 5)	Bene
(1115011-0)	Derivative		(Internal Bully Teal)	(1115111 0)	Securities				3 and 4)	(11151110)	Owne
	Security				Acquired			(IIIsti.	J and +)		Follo
	Security				*						
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration		Number		
						Exercisable	Date		of		
				C + V	(A) (D)						
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
DESHPANDE GURURAJ C/O A123 SYSTEMS, INC. 321 ARSENAL STREET WATERTOWN, MA 02472	X							

Signatures

**Signature of Reporting Person

/s/ Eric J. Pyenson, 01/05/2010 attorney-in-fact

Reporting Owners 2

Date

Edgar Filing: DESHPANDE GURURAJ - Form 4

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).
- On January 4, 2010, the Unicorn Trust IV, Unicorn Trust VI, Unicorn Trust VIII and Unicorn Trust X, over which the Reporting Person, as trustee, exercises sole voting and investment power, the Deshpande Irrevocable Trust, over which Laurie Hall, as special trustee,
- exercises sole voting and investment power, the Beshpande intevocable Trust, over which Laurie Train, as special trusted, exercises sole voting and investment power with respect to the shares of the Issuer held by such trust, transferred these shares to Sparta Group MA LLC Series 6 (the "LLC") in exchange for a percentage interest in the LLC.
- (2) Held by the LLC, of which the Reporting Person and his spouse are co-managers. The Reporting Person disclaims beneficial ownership of the securities held by the LLC, except to the extent of any pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.