

DESHPANDE GURURAJ  
Form 4  
January 06, 2010

**FORM 4**

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

OMB APPROVAL

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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 \*  
DESHPANDE GURURAJ

(Last) (First) (Middle)

C/O A123 SYSTEMS, INC., 321 ARSENAL STREET

(Street)

WATERTOWN, MA 02472

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
A123 SYSTEMS, INC. [AONE]

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/04/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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)
Common Stock					138,607	D	
Common Stock	01/04/2010		J <sup>(1)</sup>	326,000 D	\$ 0 0	I	By Deshpande Irrevocable Trust
Common Stock	01/04/2010		J <sup>(1)</sup>	2,546,701 D	\$ 0 0	I	By Unicorn Trust IV
Common Stock	01/04/2010		J <sup>(1)</sup>	1,727,991 D	\$ 0 0	I	By Unicorn Trust VI
	01/04/2010		J <sup>(1)</sup>	987,095 D	\$ 0 0	I	



## 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 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.
- (1)
  - (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.