

INSITUFORM TECHNOLOGIES INC
Form 4
April 17, 2008

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 *
Burgess John Joseph

2. Issuer Name and Ticker or Trading Symbol
INSITUFORM TECHNOLOGIES INC [INSU]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
04/14/2008

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

C/O INSITUFORM TECHNOLOGIES, INC., 17988 EDISON AVENUE
(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

CHESTERFIELD, MO 63005-3700
(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) 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock ⁽¹⁾	04/14/2008		A		52,784	A	\$ 0
Common Stock ⁽²⁾	04/14/2008		A		103,092	A	\$ 0

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

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SEC 1474 (9-02)

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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 Underlying Securities (Instr. 3 and 4)
Employee Stock Option (Right to Buy) ⁽³⁾	\$ 14.55	04/14/2008		A	118,397	⁽⁴⁾ 04/14/2015	Common Stock 118,39

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Burgess John Joseph
 C/O INSITUFORM TECHNOLOGIES, INC.
 17988 EDISON AVENUE
 CHESTERFIELD, MO 63005-3700

X

President & CEO

Signatures

/s/ Elizabeth A. Kovaly, as attorney-in fact for J. Joseph Burgess

04/17/2008

__Signature of Reporting Person

Date

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).
- (1) Inducement grant of restricted stock in accordance with Nasdaq Marketplace Rule 4350(i)(1)(A)(iv); award subject to 3-year cliff vesting and a financial performance restriction.
- (2) Inducement grant of restricted stock in accordance with Nasdaq Marketplace Rule 4350(i)(1)(A)(iv); award subject to 5-year cliff vesting.
- (3) Inducement grant of restricted stock in accordance with Nasdaq Marketplace Rule 4350(i)(1)(A)(iv).
- (4) The option will vest in three equal installments beginning on April 14, 2009.

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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