

Herron J Brendan
Form 4
March 15, 2019

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Herron J Brendan

2. Issuer Name **and** Ticker or Trading
Symbol

Hannon Armstrong Sustainable
Infrastructure Capital, Inc. [HASI]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

1906 TOWNE CENTRE BLVD.
SUITE 370

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/13/2019

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

ANNAPOLIS, MD 21401

4. If Amendment, Date 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
Person

(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 Indirect Beneficial Ownership (Instr. 4)
Common stock, par value \$0.01 per share	03/13/2019		A	8,300 A	\$ 0 (1)	303,963 (2)	D
Common stock, par value \$0.01 per share					5,000 (3)	I	By spouse
Common stock, par value \$0.01					1,920 (4)	I	By spouse as UTMA custodian

per share

for children

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

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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 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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title or Number of Shares	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Herron J Brendan
1906 TOWNE CENTRE BLVD. SUITE 370
ANNAPOLIS, MD 21401

EVP

Signatures

/s/ J. Brendan
Herron 03/13/2019

**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) On March 13, 2019, the reporting person was granted 8,300 shares of restricted Common Stock that were issued pursuant to the 2013 Hannon Armstrong Sustainable Infrastructure Capital Inc. Equity Incentive Plan, as amended. The shares vest on May 15, 2020.

- Excludes 135,938 limited partnership units in Hannon Armstrong Sustainable Infrastructure, L.P., the issuer's operating partnership subsidiary, held by the reporting person, previously reported by the reporting person, which are redeemable for cash, or at the option of the issuer, for shares of Common Stock of the issuer on a one-for-one basis.
- (2)

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- (3) These shares are held by the reporting person's spouse. The reporting person disclaims ownership other than to the extent of his pecuniary interest.
- (4) These shares are held by the reporting person's spouse as custodian for the reporting person's three children under the Uniform Transfers to Minors Act. The reporting person disclaims beneficial ownership other than to the extent of his pecuniary interest.

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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