

WORLD ENERGY SOLUTIONS, INC.
 Form 4
 February 03, 2009

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 *
 UTEK CORP

2. Issuer Name and Ticker or Trading Symbol
 WORLD ENERGY SOLUTIONS, INC. [WEGY.OB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 2109 PALM AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/19/2008

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

TAMPA, FL 33605
 (City) (State) (Zip)

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

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: Beneficial or Indirect (Instr. 4) |
|--------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Preferred Stock Series B Convertible | 06/10/2008 | | P | | 100,000 | A | (1) 100,000 |
| Preferred Stock Series C Convertible | 09/26/2008 | | P | | 100,000 | A | (2) 100,000 |
| Common Stock | 05/19/2008 | | P | | 1,923,077 | A | (3) 18,042,749 |

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

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(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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| UTEK CORP 2109 PALM AVENUE TAMPA, FL 33605 | | X | | |

Signatures

UTEK Corporation by Carole R. Wright, CFO
Date: 02/03/2009

**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 June 10, 2008 UTEK Corporation sold its 100% ownership in Advanced Alternative Energy Technologies, Inc. in a stock for stock exchange. UTEK received 100,000 unregistered shares of Series B Convertible Preferred Stock of World Energy Solutions, Inc. The estimated market value of the shares of the subsidiary was \$875,000.

(2) On September 26, 2008 UTEK Corporation sold its 100% ownership in H-Hybrid Technologies, Inc. in a stock for stock exchange. UTEK received 100,000 unregistered shares of Series C Convertible Preferred Stock of World Energy Solutions, Inc. The estimated market value of the shares of the subsidiary was \$750,000.

(3) On May 19, 2008 UTEK Corporation entered into an intellectual capital consulting agreement in which UTEK received \$250,000 in unregistered common shares. UTEK received 1,923,077 unregistered common shares for its services.

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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