

Hannon Armstrong Sustainable Infrastructure Capital, Inc.
Form 4
March 17, 2017

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Chuslo Steven

(Last) (First) (Middle)

1906 TOWNE CENTRE BLVD.
SUITE 370

(Street)

ANNAPOLIS, MD 21401

(City) (State) (Zip)

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

Hannon Armstrong Sustainable
Infrastructure Capital, Inc. [HASI]

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

03/15/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

GENERAL COUNSEL & EVP

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 or Disposed of (A) or (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	03/15/2017		A	14,353	A	\$ 0 (1)	234,371 D
Common stock, par value \$0.01 per share	03/15/2017		A	20,500	A	\$ 0 (2)	254,871 D
Common stock, par value \$0.01	03/15/2017		A	41,000	A	\$ 0 (3)	295,871 D

per share

Common
stock, par
value \$0.01
per share4,700 ⁽⁴⁾ IBy
significant
other

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. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director 10% Owner Officer Other

Chuslo Steven
1906 TOWNE CENTRE BLVD. SUITE 370
ANNAPOLIS, MD 21401GENERAL
COUNSEL &
EVP

Signatures

/s/ Steven
Chuslo 03/17/2017**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).

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On March 15, 2017, the reporting person was granted 14,353 shares of restricted Common Stock that were issued pursuant to the 2013 Hannon Armstrong Sustainable Infrastructure Capital Inc. Equity Incentive Plan, as amended (the "Plan"). The shares vest on March 5, 2019.

(2) On March 15, 2017, the reporting person was granted 20,500 shares of restricted Common Stock that were issued pursuant to the Plan. The shares will vest in equal installments of one-third of the full amount on March 15, 2018, March 5, 2019 and March 5, 2020.

On March 15, 2017, the reporting person was awarded up to a maximum of 41,000 Restricted Stock Units ("RSUs") under the Plan, which represent the right to receive one share of Common Stock of the issuer for each RSU at vesting. The RSUs vest on March 5, 2020 if certain absolute and relative stockholder return targets are achieved on or prior to such date. The number of RSUs to be awarded to the reporting person range from zero to 41,000 based on the Company's performance relative to the return targets. The RSUs reported on this Form 4 assume the reporting person receives the maximum possible grant. Dividend equivalents will accrue on the RSUs from the grant date, but the reporting person is not entitled to receive the dividend equivalents until the RSUs vest. The grant is being reported here for informational purposes only.

(4) These shares are held by the reporting person's significant other. The reporting person disclaims 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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