

ECOLOGY & ENVIRONMENT INC  
 Form 4  
 December 10, 2014

**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 \*  
 FRANK RONALD L

2. Issuer Name and Ticker or Trading Symbol  
 ECOLOGY & ENVIRONMENT INC [EEI]

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

(Last) (First) (Middle)  
 368 PLEASANT VIEW DRIVE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/09/2014

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Executive V.P. of Finance

LANCASTER, NY 14086  
 (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 (Instr. 4)
Class B Common Stock (1) (2)					187,234	D (2)	
Class A Common Stock	12/09/2014		P	1,000 A	\$ 8.99 9,906	D	
Class A Common Stock					6,265	I	by 401 k Plan
Class A Common					7,640	I	By IRA

Stock

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.** 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. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRANK RONALD L 368 PLEASANT VIEW DRIVE LANCASTER, NY 14086	X		Executive V.P. of Finance	

## Signatures

Ronald L. Frank                      12/10/2014  
 \_\_Signature of                      Date  
 Reporting Person

## 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) Class B Common Stock is convertible one-for-one into Class A Common Stock
  - (2) Reporting person is a party to an Agreement dated May 12, 1970, as amended January 24, 2011, among Messrs. Gerhard J. Neumaier (deceased 2013), Frank B. Silvestro, Gerald A. Strobel and Ronald L. Frank, whereby none of the shares (now classified as Class B Common Stock) subject to the Agreement including shares owned by them, certain children of those individuals and any such shares subsequently transferred to their spouses and/or children outright or in trust for their benefit upon the demise of a signatory to that agreement may be sold without the seller first granting the other signatories a right of first refusal. This is not an admission that the reporting person is the beneficial owner of the shares held in the name of others nor is this an admission that all shares held by the

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reporting person are subject to the Agreement

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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