

ECOLOGY & ENVIRONMENT INC

Form 4

October 17, 2016

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)

LANCASTER, NY 14086

(City)

(State)

(Zip)

3. Date of Earliest Transaction
 (Month/Day/Year)
 10/12/2016

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

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

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 Indirect Beneficial Ownership (Instr. 4)
Class B Common Stock ⁽¹⁾ ⁽²⁾				(A) or (D)			
			Code	V	Amount	(D)	Price
Class B Common Stock ⁽¹⁾ ⁽²⁾					187,234	D ⁽²⁾	
Class A Common Stock	10/12/2016		P	31	A \$ 9.9	18,835	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.

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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 the 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
FRANK RONALD L 368 PLEASANT VIEW DRIVE LANCASTER, NY 14086	X Executive V.P. of Finance

Signatures

Ronald L. Frank 10/17/2016

__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) 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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