

ACORN ENERGY, INC.
 Form 4
 May 10, 2013

FORM 4

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

OMB APPROVAL

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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 *
MCKEE ROBERT E III

(Last) (First) (Middle)

**C/O ACORN ENERGY, 3903
 CENTERVILLE ROAD**

(Street)

WILMINGTON, DE US 19807

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ACORN ENERGY, INC. [ACFN]

3. Date of Earliest Transaction
 (Month/Day/Year)
05/08/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Beneficial Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Instr. 3 and 4)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
stock options (1)	\$ 7.86	05/08/2013	A		25,000		<u>(2)</u>	05/08/2020 ⁽³⁾	common stock	25,000	
stock options (4)	\$ 7.86	05/08/2013	A		10,000		05/08/2013	05/08/2020 ⁽³⁾	common stock	10,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCKEE ROBERT E III C/O ACORN ENERGY 3903 CENTERVILLE ROAD WILMINGTON, DE US 19807		X		

Signatures

Robert E.
McKee, III
05/10/2013

__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) Awarded upon Mr. McKee's appointment as Director pursuant to the Acorn Energy, Inc. 2006 Stock Option Plan for Non-Employee Directors.
- (2) One-third of the options vest and become exercisable on each of the first, second and third anniversaries of the grant date.
- (3) Options shall expire on the earlier of (a) 5/8/20 or (b) 18 months from the date Mr. McKee ceases to be a director, officer, employee or consultant.
- (4) Awarded pursuant to the Acorn Energy, Inc. 2006 Stock Incentive Plan in connection with the provision by Mr. McKee, prior to being elected to the Acorn Energy, Inc. Board of Directors, of certain services to Acorn Energy, Inc.

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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