

Midwest Energy Emissions Corp.

Form 4

July 15, 2013

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MacPherson Richard

2. Issuer Name **and** Ticker or Trading
Symbol
Midwest Energy Emissions Corp.
[MEEC]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

34 CEDARBANK TERRACE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/12/2013

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

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

HALIFAX, A5 B3P 2TR

(City) (State) (Zip)

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)			
			Code	V	Amount (1) or (D) Price					
Common Stock	07/12/2013		M		506,920 (1)	A	\$ 0.5	506,920	D	
Common Stock	07/12/2013		M		1,234,164 (2)	A	\$ 0.5	18,553,225	I	By 3253517 Nova Scotia Limited
Common Stock	07/12/2013		S		1,000,000 (3)	D	\$ 0.001	17,553,225	I	By 3253517 Nova Scotia Limited

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Common Stock	07/12/2013	S	1,000,000 (3)	D	\$ 0.001	16,553,225	I	By 3253517 Nova Scotia Limited
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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 Underlying (Instr. 3 and		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
12% Convertible Promissory Note	\$ 0.5	07/12/2013		M			\$ 252,199 (1)	06/27/2013	06/27/2016	Units
12% Convertible Promissory Note	\$ 0.5	07/12/2013		M			\$ 614,012 (2)	06/27/2013	06/27/2016	Units
Warrants	\$ 0.75	07/12/2013		M		126,730		07/12/2013	07/12/2015	Common Stock
Warrants	\$ 0.75	07/12/2013		M		308,541		07/12/2013	07/12/2015	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MacPherson Richard 34 CEDARBANK TERRACE HALIFAX, A5 B3P 2TR	X	X		

Signatures

/s/ Richard
MacPherson

07/15/2013

__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).

Pursuant to a notice of conversion, the Reporting Person converted a promissory note with a principal balance of \$252,199 and accrued interest of \$1,261 into 506,920 Units of the Issuer, with each Unit consisting of one share of common stock and one warrant to purchase 0.25 additional shares of common stock at \$0.75 per share.

Pursuant to a notice of conversion, 3253517 Nova Scotia Limited converted a promissory note with a principal balance of \$614,012 and accrued interest of \$3,070 into 1,234,164 Units of the Issuer, with each Unit consisting of one share of common stock and one warrant to purchase 0.25 additional shares of common stock at \$0.75 per share. The Reporting Person is the controlling principal of 3253517 Nova Scotia Limited.

On July 12, 2013, 3253517 Nova Scotia Limited effected a transfer of 1,000,000 and 1,000,000 shares of common stock to two transferees in private transactions for consideration of \$1,000 in cash received from each of the transferees.

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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