SEC Form 4

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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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

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	hours per response:	0.5
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I	OND NUTIDEL.	3235-0207

1. Name and Address <u>Mize Gary W.</u>	1 8	1*	2. Issuer Name and Ticker or Trading Symbol <u>Gevo, Inc.</u> [GEVO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
<u></u>	•			X	Director		10% Owner		
(Last) GEVO, INC., 345		(Middle) RIVE SOUTH	3. Date of Earliest Transaction (Month/Day/Year) 11/29/2016		Officer (give title below)	e	Other (specify below)		
BUILDING C, SUITE 310			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street)				X	Form filed by O	ne Reportir	ng Person		
ENGLEWOOD	СО	80112			Form filed by M Person	lore than O	ne Reporting		
(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)		Code (Instr.						6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1130. 4)
Common Stock	11/29/2016		М		357	Α	(1)	12,082	D	
Common Stock	11/29/2016		F		114 ⁽²⁾	D	\$0.33	11,968	D	

 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. Transa Code (8)		of Deriv Secu Acqu (A) o Dispe of (D	r osed) r. 3, 4	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	11/29/2016		М			357	(3)	(3)	Common Stock	357	\$0.00	7,130	D	

Explanation of Responses:

1. Restricted Stock Units convert into common stock on a one-for-one basis

2. The disposition represents the net settlement of shares upon the vesting of restricted stock units.

3. On September 16, 2015, the reporting person was granted restricted stock units and options that will vest monthly for three years beginning July 29, 2015.

Remarks:

<u>/s/ Geoff Williams, as</u> <u>Attorney-in-Fact</u>

<u>12/01/2016</u>

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.