| 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 APPR               | JVAL      |
|------------------------|-----------|
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| 1 I. Nume and Address of Reporting reison |                       |       | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br>Gevo, Inc. [GEVO] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |   |                       |  |  |  |
|---|-----------------------|-------|---|---|---|-----------------------|--|--|--|
|   |                       |       |   | X   | Director                                  | 10% Owner             |  |  |  |
| (Last)<br>968 ALBANY S                    | act) (Eirct) (Middlo) |       | 3. Date of Earliest Transaction (Month/Day/Year) 12/29/2016             |   | Officer (give title below)                | Other (specify below) |  |  |  |
|   |                       |       | 4. If Amendment, Date of Original Filed (Month/Day/Year)                | 6. Individual or Joint/Group Filing (Check Applica Line)                |   |                       |  |  |  |
| (Street)<br>LATHAM                        | NY                    | 12110 |   | X   | Form filed by One F<br>Form filed by More |                       |  |  |  |
| (City)                                    |                       | (Zip) |   |   | Person                                    |                       |  |  |  |

## Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) |      |   | 4. Securities Acquired (A) or<br>Disposed Of (D) (Instr. 3, 4 and<br>5) |               |       | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------|--|---|------|---|---|---------------|-------|---|---|---|
|                                 |  |   | Code | v | Amount  | (A) or<br>(D) | Price | Transaction(s)<br>(Instr. 3 and 4)  |   | (1130.4)  |
| Common Stock                    | 12/29/2016                                 |   | М    |   | 357   | A             | (1)   | 4,245   | D   |   |
| Common Stock                    | 12/29/2016                                 |   | F    |   | 114(2)  | D             | \$0.2 | 4,131   | D   |   |

 
 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | of  | ired<br>r<br>osed<br>)<br>r. 3, 4 | 6. Date Exerc<br>Expiration Da<br>(Month/Day/\ | ate                | 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative Security<br>(Instr. 3 and 4) |  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---|---|--|---|------------------------------|---|-----|-----------------------------------|--|--------------------|--|--|---|--|--|--|
|   |   |  |   | Code                         | v | (A) | (D)                               | Date<br>Exercisable                            | Expiration<br>Date | Title  | Amount<br>or<br>Number<br>of<br>Shares |   |  |  |  |
| Restricted<br>Stock<br>Units                        | (1)   | 12/29/2016                                 |   | М                            |   |     | 357                               | (3)  | (3)                | Common<br>Stock  | 357                                    | \$0.00  | 6,773  | 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>

12/30/2016

\*\* 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.