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 OMB Number: 3235-0287

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I. Nume and Address of Reporting Ferson			2. Issuer Name and Ticker or Trading Symbol <u>Gevo, Inc.</u> [GEVO]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner					
	(First) (Middle) ., 345 INVERNESS DRIVE SOUTH		3. Date of Earliest Transaction (Month/Day/Year) 01/30/2017	Α	Officer (give title below)	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 One F	Reporting Person				
ENGLEWOOD	СО	80112			Form filed by More Person	than One 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)	Transaction Code (Instr.		4. Securities Disposed Of 5)			5. Amount of Securities Beneficially Owned Following Reported	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	01/30/2017		М		18	Α	(1)	643 ⁽²⁾	D	
Common Stock	01/30/2017		F		5 ⁽³⁾	D	\$2.87	638	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 E		6. Date Exerc Expiration Da (Month/Day/Y	ate	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)	01/30/2017		М			18	(4)	(4)	Common Stock	18	\$0.00	321	D	

Explanation of Responses:

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

2. Amount of securities beneficially owned following reported transaction reflects the 1-for-20 reverse stock split that occurred on January 5. 2017.

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

4. 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:

/s/ Geoff Williams, as Attorney-in-Fact

02/01/2017

Date

** Signature of Reporting Person

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.