

TECOGEN INC.
Form 3
August 18, 2014

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â GARRISON DAVID A
(Last) (First) (Middle)

C/O TECOGEN INC.,Â 45
FIRST AVE

(Street)

WALTHAM,Â MAÂ 02451

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
08/15/2014

3. Issuer Name and Ticker or Trading Symbol
TECOGEN INC. [TGEN]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer ___ Other
(give title below) (specify below)
CFO, Treasurer and Secretary

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

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

SEC 1473 (7-02)

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 control number.

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title Amount or Number of Shares

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)
or Indirect (I)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

| | | | | | | | |
|--|------------|------------|-----------------------------|--------|--------|---|---|
| Stock Option (Right to Buy) ⁽¹⁾ | 04/25/2015 | 04/25/2024 | Stock Option (Right to Buy) | 50,000 | \$ 4.5 | D | Â |
|--|------------|------------|-----------------------------|--------|--------|---|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GARRISON DAVID A C/O TECOGEN INC. 45 FIRST AVE WALTHAM, MA 02451 | Â | Â | Â CFO, Treasurer and Secretary | Â |

Signatures

/s/ David A. Garrison 08/18/2014

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) These option are exercisable in four equal installments. The first installment becomes exercisable on April 25, 2015, and the next three installments become exercisable on April 25, 2016, April 25, 2017, and April 25,2018 respectively.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.