Goddard Laurence V Form 3 July 28, 2008

FORM 3

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

OMB APPROVAL

OMB Number:

3235-0104

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF Expires: January 31, 2005

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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 *

(Last)

A Goddard Laurence V

(First) (Middle)

Statement

(Month/Day/Year)

07/18/2008

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

ENERGY FOCUS, INC/DE [EFOI]

C/O ENERGY FOCUS. INC.,, 32000 AURORA ROAD

(Street)

(State)

4. Relationship of Reporting

Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

(Check all applicable)

X Director Officer

10% Owner Other (give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

4. Nature of Indirect Beneficial

SOLON, OHÂ 44139

1. Title of Security (Instr. 4)

(City)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities

Beneficially Owned

(Instr. 4)

Ownership

Form:

Ownership (Instr. 5)

Direct (D) or Indirect (I) (Instr. 5)

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

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required to respond unless the form displays a

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SEC 1473 (7-02)

1. Title of Derivative Security (Instr. 4)

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

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

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

Conversion or Exercise Price of

5. Ownership Form of Derivative

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

Date

Expiration Title

Amount or Number of Shares

Derivative Security

Security: Direct (D) or Indirect

Exercisable Date

(I)

Â

(Instr. 5)

OPTION TO PURCHASE $\hat{A} \stackrel{(1)}{=} \hat{A} \stackrel{(2)}{=} STOCK$ COMMON STOCK $\hat{A} \stackrel{(2)}{=} STOCK$ 10,000 \$ 1.89 D \hat{A}

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Goddard Laurence V

C/O ENERGY FOCUS, INC., 32000 AURORA ROAD SOLON, OHÂ 44139

Signatures

/s/ Laurence V. O7/24/2008 Goddard

**Signature of Reporting Date
Person

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) Exercisable when vested, vests in 12 equal installments commencing one month from the date of the grant, becoming fully exercisable on 07/18/09.
- (2) Expires on 07/18/18 or when Laurence V. Goddard ceases to serve as a director of Energy Focus, Inc. if earlier.

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. n="center">03/31/2010 A 9,561 (2) Common Stock 9,561 \$ 0 9,561 D Non-Qualified Stock Option \$ 24.8403/31/2010 A 22,011 (3)03/31/2020 Common Stock 22,011 \$ 0 22,011 D

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Wasson John | | | | |
| ICF INTERNATIONAL, INC. | | | COO | |
| 9300 LEE HIGHWAY | | | COO | |
| FAIRFAX, VA 22031 | | | | |

Signatures

/s/ James J. Maiwurm,
Attorney-in-fact
04/01/2010

**Signature of Reporting Person Date

Reporting Owners 2

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).
- (1) Each restricted stock unit is the economic equivalent of one share of ICF International, Inc.'s Common Stock.
- (2) These acquired restricted stock units were granted pursuant to the 2006 Long-Term Equity Incentive Plan. These restricted stock units vest over a period of 4 years at 25% per year beginning one year from the date of grant.
- (3) This option award was granted pursuant to the 2006 Long-Term Equity Incentive Plan. The option award will vest over a period of 3 years at 33 1/3% per year beginning one year from the date of grant.

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