

BROADWIND ENERGY, INC.

Reported by **FELL DAVID W.**

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/23/15 for the Period Ending 02/19/15

Address 3240 S. CENTRAL AVENUE

CICERO, IL 60804

Telephone 708-780-4800

CIK 0001120370

Symbol BWEN

SIC Code 3360 - Nonferrous Foundries (castings)

Industry Misc. Capital Goods

Sector Capital Goods

Fiscal Year 12/31





[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE **COMMISSION**

Washington, D.C. 20549

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP **OF SECURITIES**

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

ress of Re	eporti	ng Person	* 2. Iss	uer Name	e and Ti	ck	er or Tr	adiı	ng S				Person(s)	to Issuer
					IND E	NI	ERGY	, II	NC.		tor	_	10% O	wner
(First)		,		3. Date of Earliest Transaction (MM/DD/YYYY)					below)					
(Street)				4. If Amendment, Date Original Filed (MM/DD/YYYY)							6. Individual or Joint/Group Filing (Check Applicable Line)			
60804 (State)		(Zip)												n
	Tab	ole I - Non	-Derivativ	ve Securi	ties Acq	ιui	red, Di	spo	sed (of, or Beneficiall	y Owned			
		2. Trans. Date	Deemed Execution Date, if any			Code (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Or			Following Reported (Instr. 3 and 4)	ring Reported Transaction(s) 3 and 4) G G G G G G G G G G G G G			Ownership Form: Direct (D) or Indirect (I) (Instr.	
			2/19/2015	;	Code A	V	Amount 5700	(D) A	Price \$0		878 ⁽¹⁾		D	
										3	8815		I	By 401(k) Plan
le II - De	rivati	ive Securi	ties Benef	icially O	wned (e	2.g.	. , puts,	cal	ls, w	varrants, options	s, convert	ible secur	rities)	
1. Title of Derivate 2. 3. Security Conversion Trans. (Instr. 3) or Exercise Price of Date Date		Deemed T Execution C	Crans. Code Instr. 8) Deri Secu Acqu Disp	Disposed of (D) (Instr. 3, 4 and		6. Date Exercisable and Expiration Date 7. Title and Amo Securities Under				es Underlying ve Security and 4)	ying Derivative of Security (Instr. 5) Secu Bene Own Folloc	of derivative Securities	Ownership Form of Derivative Security: Direct (D) g or Indirect (I) (Instr.	Beneficial
	(First) CENT (Street) 60804 (State) le II - De 2. Conversion or Exercise Price of Derivative	(First) CENTRAL (Street) 60804 (State) Tab le II - Derivati 2. Conversion or Exercise Price of Derivative	(First) (Middle) CENTRAL AVENUM (Street) 60804 (State) (Zip) Table I - Non Table I - Non 1. Conversion or Exercise of Exercise Price of Derivative Execution (Date, if any)	(First) (Middle) 3. Date CENTRAL AVENUE (Street) 4. If AMM/II 60804 (State) (Zip) 2. Trans. Date Date	BROADWI [BWEN] (First) (Middle) 3. Date of Early CENTRAL AVENUE (Street) 4. If Amending (MM/DD/YYYY) 60804 (State) (Zip) 2. Trans. Date Execution Date, if any 2/19/2015 Le II - Derivative Securities Beneficially Over Conversion or Exercise Price of Derivative Security Security BROADWI [BWEN] 4. If Amending (MM/DD/YYYY) 4. If Amending (MM/DD/YYYY) 4. If Amending (MM/DD/YYYY) 5. 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Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Be II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, converted and Expectation Date of Exercise Date, if any 3. Shumber of Derivative Security (Instr. 3 and 4) 5. Number of Derivative Security (Instr. 3 and 4) 5. Number of Derivative Security (Instr. 3 and 4) 6. Date Exercisable and Expiration Date Derivative Security (Instr. 3 and 4) 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3) 8. Price of Derivative Security (Instr. 3) 8. Price of Derivative Security (Instr. 5)	BROADWIND ENERGY, INC. [BWEN] 3. Date of Earliest Transaction (MM/DD/YYYY) CENTRAL AVENUE (Street) 4. If Amendment, Date Original Filed (MM/DD/YYYY) 4. If Amendment, Date Original Filed (MM/DD/YYYY) 5. Trans. Date 2. Trans. Date 3. Trans. Deemed Execution (Instr. 3) Date, if Conversion Trans. Conversion Trans. Deemed Conversion Date, if Conversion Date, if Code Date Date Date Date Date Date Date Dat	Check all applicable Check all applicable

Explanation of Responses:

(1) Includes (i) 1,045 restricted stock units that vest on 7/28/15; (ii) 2,634 restricted stock units that vest on 8/22/15; (iii) 4,088 restricted stock units that vest in 2,044 share increments on each of 2/21/15 and 2/21/16;(iv) 3,640 restricted stock units that vest in increments of 1,213 shares on each of 2/20/15 and 2/20/16 and 1,214 shares on 2/20/17; and (v) 5,700 restricted stock units that vest in 1,900 share increments on each of 2/19/16, 2/19/17 and 2/19/18."

Reporting Owners

Depositing Overnor Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Fell David W. 3240 SOUTH CENTRAL AVENUE			VP, General Counsel and Secy				
CICERO, IL 60804							

Signa	tures
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/s/ David W. Fell 2/23/2015 ** 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.

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