

MacPherson Richard
Form 4
January 03, 2012

FORM 4

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

OMB APPROVAL

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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 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 *
MacPherson Richard

2. Issuer Name and Ticker or Trading Symbol
Midwest Energy Emissions Corp.
[MEEC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
12/29/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
Senior Vice President

34 CEDARBANK TERRACE

(Street)

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

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

HALIFAX, A5 B3P 2TR

(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) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 12/29/2011 | | S | | 57,971 (1) | D | \$ 0.9035 |
| | | | | | 21,780,221 | I | |
| Common Stock | 12/29/2011 | | S | | 57,971 (1) | D | \$ 0.9035 |
| | | | | | 21,722,250 | I | |
| | 12/30/2011 | | S | | | D | 21,522,250 |
| | | | | | | I | |

By
3253517
Nova Scotia Limited
(2)

By
3253517
Nova Scotia Limited

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| | | | | | | | | | | |
|--------------|------------|--|---|-----------------------|------|--------|------------|---|--|--|
| Common Stock | | | | 200,000 <u>(3)</u> | \$ | | | | | By 3253517 Nova Scotia Limited |
| Common Stock | 12/30/2011 | | S | 54,945 <u>(3)</u> | D \$ | 0.9008 | 21,467,305 | I | | By 3253517 Nova Scotia Limited |
| Common Stock | 01/03/2012 | | S | 54,946 <u>(3)</u> | D \$ | 0.9008 | 21,412,359 | I | | By 3253517 Nova Scotia Limited |

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

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(9-02)

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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MacPherson Richard 34 CEDARBANK TERRACE HALIFAX, A5 B3P 2TR | X | X | Senior Vice President | |

Signatures

/s/ Richard
MacPherson

01/03/2012

 Signature of Reporting
Person

Date

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).

On December 29, 2011, 3253517 Nova Scotia Limited effected a transfer of 57,971 and 57,971 shares of common stock to two

(1) purchasers in private sales transactions for consideration consisting of cancellation of loans previously made by such purchasers to the Reporting Person, on behalf of 3253517 Nova Scotia Limited.

(2) The Reporting Person is the controlling principal of 3253517 Nova Scotia Limited.

(3) 3253517 Nova Scotia Limited sold 200,000 and 54,945 shares of common stock to two purchasers on December 30, 2011, and 54,946 shares of common stock to one purchaser on January 3, 2012, in private sales transactions for cash consideration.

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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