

Wood Gregory S.
Form 4
May 29, 2013

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 *
Wood Gregory S.

2. Issuer Name and Ticker or Trading Symbol
EnergySolutions, Inc. [ES]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
423 WEST 300 SOUTH, SUITE 200
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/24/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President & CFO

SALT LAKE CITY, UT 84101
(City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |

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

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.

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

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount |
|---------------------------------|------------------------------|------------------|------------|--|------|---|-----|-----|------------------|-----------------|---------------------------------|--------|
| Phantom Performance Share Units | (1) | 05/24/2013 | D | 1,078,132 | | | | (2) | (1) | (1) | Phantom Performance Share Units | 1, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Wood Gregory S. 423 WEST 300 SOUTH SUITE 200 SALT LAKE CITY, UT 84101 | | | Executive Vice President & CFO | |

Signatures

/s/ Gregory S Wood 05/24/2013

__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).
- Under an award agreement between Mr. Wood and EnergySolutions, Inc. (the "Company") under the Company's Executive Bonus Plan, the Company granted Mr. Wood on June 12, 2012 a phantom performance share unit award, subject to full payment over six years based
- (1) on four-year performance criteria, absent a qualifying termination of employment. In general, no amounts are payable under the agreement unless certain performance criteria are met. The award is payable in cash. Mr. Wood's target award is 1,055,103 phantom performance share units and his maximum award is 1,248,816 phantom performance share units.
 - (2) The 1,078,132 performance share units will be paid in cash to the reporting person according to the following schedule: (i) one third of the performance share units will be paid out at the Effective Time, (ii) one third of the performance share units will be paid out on the first anniversary of the Effective Time and (iii) the remaining one third of the performance share units will be paid out on the second anniversary of the Effective Time.
 - (3) Pursuant to the terms of the Agreement and Plan of Merger, dated as of January 7, 2013, as amended on April 5, 2013, by and among Rockwell Holdco, Inc., a Delaware corporation, Rockwell Acquisition Corp., a Delaware corporation, and the Company (the "Merger Agreement"; capitalized terms used but not defined herein have the meanings assigned to them in the Merger Agreement), at the Effective Time, each of the Company Performance Share Units and Company Phantom Share Awards held by the reporting person became fully vested (with the exception of Company Performance Share Units and Company Phantom Share Awards that are earned based on the achievement of performance, which instead became earned and vested in accordance with the terms of the applicable award agreements) and converted into the right to receive a cash payment with respect thereto equal to the product of
 - (4) (i) the total number of shares of Company Common Stock subject to such Company Performance Share Unit award or Company Phantom Share Award, respectively, and (ii) \$4.15, less any required withholding Taxes.

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.