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DISTRIBUTED ENERGY SYSTEMS CORP

Form 4

December 15, 2005

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

OMB Number:

3235-0287 January 31,

0.5

Check this box if no longer

subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: 2005 Estimated average

OMB APPROVAL

response...

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Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SHAW ROBERT W JR

(First)

(Street)

(State)

(Month/Day/Year)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

DISTRIBUTED ENERGY SYSTEMS CORP [DESC]

(Check all applicable)

(Last)

(City)

Security

(Instr. 3)

(Middle)

(Zip)

3. Date of Earliest Transaction

4. If Amendment, Date Original

(Instr. 8)

X Director Officer (give title below)

10% Owner Other (specify

PO BOX 1299. .

(Month/Day/Year) 12/14/2005

6. Individual or Joint/Group Filing(Check

(Instr. 4)

Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

CENTER HARBOR, NH 03226

2. Transaction Date 2A. Deemed 1.Title of

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. Execution Date, if

4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

(A) or

(Instr. 3, 4 and 5)

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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

7. Title and Amoun

Underlying Securiti

(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 | V (A) (| (D) | Date Exercisable | Expiration Date | Title | Amou or Numb of Share |
| Non-qualified Stock Option (Right to buy) | \$ 8.58 | 12/14/2005 | 12/14/2005 | A | | 1,500 | | 12/14/2005 | 12/14/2015 | Common Stock | 1,50 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|---------|-------|--|--|--|
| ·r· · · · · · · · · · · · · · · · · · · | Director | 10% Owner | Officer | Other | | | |
| SHAW ROBERT W JR PO BOX 1299 | X | | | | | | |
| CENTER HARBOR, NH 03226 | | | | | | | |

Signatures

John A. Glidden for Robert W. Shaw Jr 12/15/2005

**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).

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.

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