TECOGEN INC. Form 3 August 18, 2014

FORM 3

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

OMB APPROVAL

OMB Number:

3235-0104

0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

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response...

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 *

GARRISON DAVID A

(Last)

(First) (Middle)

C/O TECOGEN INC., 45

FIRST AVE

(Street)

(State)

WALTHAM, MAÂ 02451

1. Title of Security (Instr. 4)

(City)

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

Statement

(Month/Day/Year)

08/15/2014

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

TECOGEN INC. [TGEN]

10% Owner Director _X__ Officer Other

(give title below) (specify below) CFO, Treasurer and Secretary 6. Individual or Joint/Group

5. If Amendment, Date Original

Filed(Month/Day/Year)

Filing(Check Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One

Reporting Person

4. Nature of Indirect Beneficial

Table I - Non-Derivative Securities Beneficially Owned

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership Form:

Direct (D)

or Indirect (I) (Instr. 5)

Ownership

(Instr. 5)

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

(Zip)

SEC 1473 (7-02)

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.

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

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)

4. Conversion or Exercise Price of

5. Ownership Form of Derivative Security:

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

Date Exercisable Expiration Date

Title

Amount or Number of Shares

Derivative Security Direct (D) or Indirect

(I)

(Instr. 5)

Stock Option (Right to Buy) $\underline{\overset{(1)}{=}}$ 04/25/2015 04/25/2024 Stock Option (Right to Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GARRISON DAVID A C/O TECOGEN INC. 45 FIRST AVE WALTHAM. MA 02451	Â	Â	CFO, Treasurer and Secretary	Â

Signatures

/s/ David A.
Garrison

**Signature of Reporting Person

Date

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).
- These option are exercisable in four equal installments. The first installment becomes exercisable on April 25, 2015, and the next three installments become exercisable on April 25, 2016, April 25, 2017, and April 25,2018 respectively.

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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