

Lucks John  
 Form 4  
 September 29, 2011

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 Lucks John

2. Issuer Name and Ticker or Trading Symbol

Heritage-Crystal Clean, Inc. [HCCI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ 10% Owner  
 \_\_\_\_\_ Other (specify below)

VP of Sales & Marketing

(Last) (First) (Middle)  
 C/O HERITAGE-CRYSTAL  
 CLEAN, INC., 2175 POINT  
 BOULEVARD, SUITE 375  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 09/27/2011

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

ELGIN, IL 60123

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	09/27/2011		M	3,037 A	\$ 0 44,924	D	
Common Stock	09/27/2011		D	3,037 D	\$ 19 41,887	D	
Common Stock	09/27/2011		M	3,500 A	\$ 0 45,387	D	
Common Stock	09/27/2011		D	3,500 D	\$ 19.25 41,887	D	
Common Stock	09/27/2011		M	7,500 A	\$ 0 49,387	D	

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Common Stock	09/27/2011	D	7,500	D	\$ 19.5	41,887	D
Common Stock	09/28/2011	M	7,500	A	\$ 0	49,387	D
Common Stock	09/28/2011	D	7,500	D	\$ 19.75	41,887	D

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

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SEC 1474  
(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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 7.33	09/27/2011		M	3,037	<u>(1)</u> 03/25/2019	Common Stock	3,037	
Employee Stock Option (right to buy)	\$ 7.33	09/27/2011		M	3,500	<u>(1)</u> 03/25/2019	Common Stock	3,500	
Employee Stock Option (right to buy)	\$ 11.5	09/27/2011		M	7,500	03/17/2008 03/17/2018	Common Stock	7,500	
Employee Stock Option (right to buy)	\$ 11.5	09/28/2011		M	7,500	03/17/2009 03/17/2018	Common Stock	7,500	

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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lucks John C/O HERITAGE-CRYSTAL CLEAN, INC. 2175 POINT BOULEVARD, SUITE 375 ELGIN, IL 60123			VP of Sales & Marketing	

## Signatures

/s/ Samuel C. Schlessinger,  
Attorney-in-Fact

09/29/2011

\_\_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).
- (1) Options vest 25% per year for four years.

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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