

A123 SYSTEMS, INC.
 Form 4
 October 01, 2009

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 *
GENERAL ELECTRIC CAPITAL CORP

(Last) (First) (Middle)

3135 EASTON TURNPIKE

(Street)

FAIRFIELD, CT 06828-0001

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
A123 SYSTEMS, INC. [AONE]

3. Date of Earliest Transaction (Month/Day/Year)
09/29/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 09/29/2009 | | C ⁽⁴⁾ | V A | 800,945 (4) 800,945 | D (1) (5) | |
| Common Stock | 09/29/2009 | | C ⁽⁴⁾ | V A | 2,382,925 (4) 2,382,925 | D (2) (5) | |
| Common Stock | 09/29/2009 | | C ⁽⁴⁾ | V A | 2,497,918 (4) 4,880,843 | D (2) (5) | |
| Common Stock | 09/29/2009 | | C ⁽⁴⁾ | V A | 1,631,191 (4) 6,512,034 | D (2) (5) | |
| Common Stock | | | | | 900,277 | D (3) (5) | |

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Series C Convertible Preferred Stock | (4) | 09/29/2009 | | C(4) | 800,945 | (4) (4) | | Common Stock | 800,945 |
| Series D Convertible Preferred Stock | (4) | 09/29/2009 | | C(4) | 2,382,925 | (4) (4) | | Common Stock | 2,382,925 |
| Series E Convertible Preferred Stock | (4) | 09/29/2009 | | C(4) | 1,808,068 | (4) (4) | | Common Stock | 2,497,000 |
| Series F Convertible Preferred Stock | (4) | 09/29/2009 | | C(4) | 1,631,191 | (4) (4) | | Common Stock | 1,631,191 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|------------------|
| | Director | 10% Owner | Officer | Other |
| GENERAL ELECTRIC CAPITAL CORP 3135 EASTON TURNPIKE FAIRFIELD, CT 06828-0001 | | X | | |
| GENERAL ELECTRIC CAPITAL SERVICES INC/CT 3135 EASTON TURNPIKE FAIRFIELD, CT 06828-0001 | | | | See Exhibit 99.1 |
| GE CAPITAL EQUITY INVESTMENTS INC 201 MERRITT 7 | | | | See Exhibit |

| | |
|--|------------------------|
| NORWALK, CT 06851 | 99.1 |
| GE CAPITAL CFE INC 201 MERRITT 7 NORWALK, CT 06856 | See Exhibit 99.1 |
| GPSF Securities, Inc. 201 MERRITT 7 NORWALK, CT 06851 | See Exhibit 99.1 |
| GENERAL ELECTRIC CO 3135 EASTON TURNPIKE FAIRFIELD, CT 06828 | See Exhibit 99.1 |

Signatures

/s/ Barbara A. Lane, Attorney-in-Fact for
GECC

10/01/2009

__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) Directly owned by GE Capital CFE, Inc. ("GECFE").
- (2) Directly owned by GE Capital Equity Investments, Inc. ("GECEI").
- (3) Directly owned by GPSF Securities, Inc. ("GPSF").

(4) The Issuer's preferred stock reported herein is convertible at any time by the holder and has no expiration date, but is subject to mandatory conversion or redemption upon certain events. On September 30, 2009, upon the closing of the Issuer's initial public offering, each share of preferred stock reported herein converted automatically into one share of common stock, except that each share of Series E Convertible Preferred Stock converted automatically into 1.38154 shares of common stock.

(5) Indirectly owned by General Electric Capital Corporation ("GE Capital") because, among other things, GPSF, GECFE, or GECEI, as the case may be, is a direct or indirect wholly-owned subsidiary of GE Capital. GPSF, GECFE, GECEI and GE Capital disclaim beneficial ownership except to the extent of their respective pecuniary interest. *See* Exhibit 99.1, incorporated by reference herein. Upon the closing of the of the Issuer's initial public offering, none of the Reporting Persons were 10% Owners.

Remarks:

Exhibit 99.1: Joint Filer Information, incorporated herein by reference.

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.