

Nath Prem
Form 4
January 05, 2010

FORM 4

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

OMB APPROVAL

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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 *
Nath Prem

2. Issuer Name and Ticker or Trading Symbol
Ascent Solar Technologies, Inc.
[ASTI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP of Production Operations

ASCENT SOLAR TECHNOLOGIES, INC., 12300 GRANT STREET

(Street)

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

THORNTON, CO 80241

(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 | 12/31/2009 | | M | 7,500 (1) A \$ 0 | 136,167 (1) | 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)

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| 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) | 8. Filing Date |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------|
| Restricted Stock Unit | \$ 0 | 12/31/2009 | | M | 7,500 <u>(1)</u> | 12/31/2009 <u>(1)</u> | Common Stock | 7,500 <u>(1)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Nath Prem ASCENT SOLAR TECHNOLOGIES, INC. 12300 GRANT STREET THORNTON, CO 80241 | | | SVP of Production Operations | |

Signatures

David C. Wang, as attorney-in-fact for Prem Nath
 Signature: _____ Date: 01/05/2010

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) Effective 1/15/10, Dr. Prem Nath will retire and resign as an employee of the Issuer. He will continue to serve in a consulting capacity. In connection with Dr. Nath's resignation, 7500 of the 15000 RSUs eligible to vest on December 31, 2009 are deemed vested. Contingent upon his continued service to, and his performance of obligations under agreements with, the Issuer, Dr. Nath also continues to hold the following unvested derivative securities: 7500 RSUs vest 7/31/10; 10000 RSUs vest 12/31/10; 10000 RSUs vest 6/30/11; options to purchase 12500 shares vest 1/1/11; options to purchase 12500 shares vest 6/30/11. Dr. Nath also holds the following vested, but unexercised, securities: options to purchase 66667 shares that expire 7/31/16; options to purchase 12000 shares that expire 12/3/17; options to purchase 50000 shares that expire 12/2/18. All unvested derivative securities not listed above are forfeited by Dr. Nath in connection with his retirement.

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.