

STRASSER STEVEN Z

Form 4/A

October 01, 2009

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
STRASSER STEVEN Z

2. Issuer Name **and** Ticker or Trading
Symbol
POWER EFFICIENCY CORP
[PEFF]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3960 HOWARD HUGHES
PARKWAY, SUITE 460

(Street)

LAS VEGAS, NV 89109

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
09/25/2009

☐ Director ☒ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
CEO

4. If Amendment, Date Original
Filed(Month/Day/Year)
12/29/2008

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock ⁽⁴⁾	09/25/2009		P		350,000	A	\$ 0.15
					2,586,668		D

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

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information contained in this form are not
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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount o Number o Shares
Series B Preferred Stock ⁽⁴⁾	\$ 0.5	09/25/2009		P		2,500		<u>(1)</u>	<u>(2)</u>	Common Stock	250,000
Common Stock Warrants ⁽⁴⁾	\$ 0.5	09/25/2009		P		46,081		<u>(1)</u>	10/26/2009	Common Stock	46,081
Common Stock Warrants ⁽⁴⁾	\$ 0.45	12/24/2008		P		9,515		<u>(1)</u>	04/27/2010	Common Stock	9,515
Common Stock Warrants ⁽⁴⁾	\$ 0.4	09/25/2009		P		22,466		<u>(1)</u>	11/29/2011	Common Stock	22,466
Common Stock Warrants ⁽⁴⁾	\$ 0.6	09/25/2009		P		125,000		<u>(1)</u>	10/28/2012	Common Stock	125,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STRASSER STEVEN Z 3960 HOWARD HUGHES PARKWAY SUITE 460 LAS VEGAS, NV 89109	X	X	CEO	

Signatures

Steven Strasser 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).

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- (1) Immediately
- (2) None
- (3) These warrants were part of a purchase of Common Stock and Series B Preferred Stock as described above.
- (4) The line items are hereby amended because the closing of the private transaction originally scheduled for December 2008 did not occur and the terms of the private transaction have been amended as set forth above.

Remarks:

All amounts of securities reflect a 7 to 1 reverse split of the company's stock which took effect on March 1, 2004.

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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