

# FORM 4

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

|  |           |
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| OMB APPROVAL                                   |           |
| OMB Number:                                    | 3235-0287 |
| 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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|  |         |          |   |  |  |  |  |  |
|--|---------|----------|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person <sup>*</sup><br>Herron J Brendan |         |          | 2. Issuer Name and Ticker or Trading Symbol<br>Hannon Armstrong Sustainable Infrastructure Capital, Inc. [HASI] |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br>EVP & CFO |  |  |
| (Last)<br>1906 TOWNE CENTRE BLVD. SUITE 370                              | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br>06/01/2016  |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |  |  |
| (Street)<br>ANNAPOLIS, MD 21401  | (City)  | (State)  | 4. If Amendment, Date Original Filed (Month/Day/Year)   |  |  |  |  |  |

**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, par value \$0.01 per share | 06/01/2016                           |  | F                              |   | 5,006<br>(1)  | D          | \$ 20.3<br>(2) | 212,185 (3)   | D  |   |
| Common stock, par value \$0.01 per share | 06/03/2016                           |  | G(4)                           |   | 5,000   | D          | \$ 0           | 207,185   | D  |   |
| Common stock, par value \$0.01 per share | 06/03/2016                           |  | G(4)                           |   | 5,000   | A          | \$ 0           | 5,000   | I  | By spouse   |
| Common stock, par value \$0.01 per share | 06/03/2016                           |  | G(5)                           |   | 1,920   | D          | \$ 0           | 205,265   | D  |   |
| Common stock, par value \$0.01 per share | 06/03/2016                           |  | G(5)                           |   | 1,920   | A          | \$ 0           | 1,920   | I  | By spouse as UTMA custodian for children              |

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

**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.**

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|-----|--|-----------------|---|--|--|--|--|
|  |  |                                      |  | Code                           | V | (A)   | (D) | Date Exercisable   | Expiration Date |   |  |  |  |  |

## Reporting Owners

|                      |  |
|----------------------|--|
| <b>Relationships</b> |  |
|----------------------|--|

| Reporting Owner Name / Address   | Director | 10% Owner | Officer   | Other |
|--|----------|-----------|-----------|-------|
| Herron J Brendan<br>1906 TOWNE CENTRE BLVD. SUITE 370<br>ANNAPOLIS, MD 21401 |          |           | EVP & CFO |       |

## Signatures

|                                 |  |            |
|---------------------------------|--|------------|
| /s/ J. Brendan Herron           |  | 06/03/2016 |
| --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) Consists of shares of Common Stock withheld by the issuer, with approval of the issuer's Board of Directors, in order to satisfy the tax withholding obligation of the reporting person in connection with the vesting of 9,906 shares of Common Stock.
  - (2) Represents the closing price of the Common Stock on June 1, 2016.
  - (3) Excludes 135,938 limited partnership units in Hannon Armstrong Sustainable Infrastructure, L.P., the issuer's operating partnership subsidiary, held by the reporting person, which are redeemable for cash or at the option of the issuer for shares of Common Stock of the issuer on a one-for-one basis.
  - (4) Involves a gift of securities by the reporting person to his spouse, who shares reporting person's household. The reporting person disclaims beneficial ownership other than to the extent of his pecuniary interest.
  - (5) Involves transfers to the reporting person's spouse as custodian for reporting person's three children under the Uniform Transfers to Minors Act. The three children will receive the shares pro rata. The reporting person disclaims beneficial ownership other than to the extent of his pecuniary interest.

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.