

# 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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * <b>Herron J Brendan</b>		2. Issuer Name and Ticker or Trading Symbol <b>Hannon Armstrong Sustainable Infrastructure Capital, Inc. [HASI]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <div style="border: 1px solid black; padding: 2px; width: fit-content; margin-left: 100px;">EVP &amp; CFO</div>	
(Last) (First) (Middle) <b>1906 TOWNE CENTRE BLVD. SUITE 370</b>		3. Date of Earliest Transaction (Month/Day/Year) <b>03/17/2015</b>			
(Street) <b>ANNAPOLIS, MD 21401</b>		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common stock, par value \$0.01 per share	03/17/2015		A		20,325	A	\$ 0 (1)	149,193 (2)	D	
Common stock, par value \$0.01 per share	03/17/2015		A		39,570	A	\$ 0 (3)	188,763 (2)	D	

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)					

## Reporting Owners

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

## Signatures

/s/ Brendan Herron	03/18/2015
<small>**Signature of Reporting Person</small>	<small>Date</small>

## 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) On March 17, 2015, the reporting person was granted 20,325 shares of restricted Common Stock that were issued pursuant to the 2013 Hannon Armstrong Sustainable Infrastructure Capital Inc. Equity Incentive Plan (the "Plan"). The shares vest on December 31, 2016.  
Excludes 135,938 limited partnership units ("OP units") in Hannon Armstrong Sustainable Infrastructure, L.P., the Issuer's operating partnership subsidiary (the "Partnership"), of which the Issuer is the general partner, 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. Concurrently with the closing of the Issuer's initial public offering on April 23, 2013, 129,524 OP units were issued to the Reporting Person pursuant to the terms of the partnership agreement of the Partnership upon conversion of the reporting person's existing limited partnership interest in the Partnership. As part of the same transaction, but 30 days after the initial issuance, an additional 6,414 OP units were issued to the reporting person.
- (2) Stock of the Issuer on a one-for-one basis. Concurrently with the closing of the Issuer's initial public offering on April 23, 2013, 129,524 OP units were issued to the Reporting Person pursuant to the terms of the partnership agreement of the Partnership upon conversion of the reporting person's existing limited partnership interest in the Partnership. As part of the same transaction, but 30 days after the initial issuance, an additional 6,414 OP units were issued to the reporting person.
- (3) On March 17, 2015, the reporting person was granted 39,570 shares of restricted Common Stock that were issued pursuant to the Plan. The shares will vest upon the later of (i) December 31, 2017 and (ii) the achievement of certain dividend growth targets. The grant is being reported here for informational purposes only.

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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