Chalhoub Joseph Form 4 December 27, 2011

Section 16.

Form 4 or

obligations

Form 5

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

Check this box if no longer subject to

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Chalhoub Joseph

(First) (Middle) (Last)

C/O HERITAGE-CRYSTAL CLEAN, INC., 2175 POINT **BOULEVARD, SUITE 375**

(State)

12/22/2011

(Street)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

Heritage-Crystal Clean, Inc. [HCCI]

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

12/22/2011

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

_X__ Director

X_ Officer (give title

X Form filed by One Reporting Person Form filed by More than One Reporting

5. Relationship of Reporting Person(s) to

(Check all applicable)

President & CEO

X 10% Owner

Other (specify

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

ELGIN, IL 60123

(City)

Common

Stock

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disposed of (D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	Form: Direct	Beneficial
		(Month/Day/Year)	(Instr. 8)		Owned	(D) or	Ownership
					Following	Indirect (I)	(Instr. 4)
				(4)	Reported	(Instr. 4)	
				(A)	Transaction(s)		
			G 1 17	or	(Instr. 3 and 4)		

(D) Price Code V Amount

92,874 A M

1,264,450

See Footnote (1)

(9-02)

Ι

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January 31,

2005

0.5

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

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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 orDerivative 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (right to buy)	\$ 11.5	12/22/2011		M	70,000	03/17/2008	03/17/2018	Common Stock	70,0
Employee Stock Option (right to buy)	\$ 7.33	12/22/2011		M	22,874	03/25/2011(2)	03/25/2019	Common Stock	22,8

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
Chalhoub Joseph C/O HERITAGE-CRYSTAL CLEAN, INC. 2175 POINT BOULEVARD, SUITE 375 ELGIN, IL 60123	X	X	President & CEO		

Signatures

/s/ Heidi J. Steele, as Attorney-in-Fact

**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).
- Consists of 2,000 shares held on behalf of Mr. Chalhoub's minor son and 1,198,400 shares held by J. Chalhoub Holding, Ltd. Joseph
- (1) Chalhoub has voting control over all of the voting securities of J. Chalhoub Holdings, Ltd. Also includes the shares which are held in Breslube Industries Limited, of which the Reporting Person is the sole owner.
- (2) The remaining options vest equally on March 25, 2012 and March 25, 2013.
- (3) Held by J. Chalhoub Holdings, Ltd. over which J. Chalhoub has voting and investment control.

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.

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