

Nath Prem
 Form 4
 July 31, 2009

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, 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)
 07/31/2009

____ 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)	Code	V	Amount	(D)	Price

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 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)
Restricted Stock Units	<u>(1)</u>	07/31/2009		A	70,000	12/31/2009 ⁽²⁾	Common Stock 70,000

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 07/31/2009

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).
- (1) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
- The restricted stock units ("RSUs") shall vest according the following schedule: Up to 15,000 of the RSUs shall vest on December 31, 2009; up to another 15,000 of the RSUs shall vest on July 31, 2010; up to another 20,000 of the RSUs shall vest on December 31, 2010; and up to another 20,000 of the RSUs shall vest on July 31, 2011. In each case and for each vesting date, the number of RSUs vested will be determined by the Issuer's Board of Director in its discretion upon evaluation of the the reporting person's performance during the period from the immediately preceding vesting date until the vesting date triggering the evaluation relative to performance criteria to be jointly developed by the reporting person and the Issuer.
- (3) The reporting person also holds the following derivative securities: vested options to purchase 66,667 shares of common stock that expire on July 31, 2016; vested options to purchase 6,000 shares of common stock that expire on December 3, 2017; vested options to purchase 25,000 shares of common stock that expire on December 2, 2018; and unvested options to purchase 6,000 shares of common stock that expire on December 3, 2017; and unvested options to purchase 75,000 shares of common stock that expire on December 2, 2018.

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.