

DEZWIREK PHILLIP

Form 5

May 31, 2011

FORM 5**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).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
DEZWIREK PHILLIP2. Issuer Name **and** Ticker or Trading
Symbol
CECO ENVIRONMENTAL CORP
[CECE]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2010☒ Director ☒ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman2300 YONGE STREET, SUITE
1710

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

TORONTO, A6 M4P 1E4

☒ Form Filed by One Reporting Person
☐ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/20/2009	Â	P4	11,420	A \$ 2.02 (1)	1,576,114	I By Icarus Investment Corp. (31)
Common Stock	02/23/2009	Â	P4	2,200	A \$ 2.17 (2)	1,578,314	I By Icarus Investment Corp. (31)
Common Stock	02/24/2009	Â	P4	12,872	A \$ 2.15	1,591,186	I By Icarus Investment

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						<u>(3)</u>			Corp. <u>(31)</u>
Common Stock	02/25/2009	Â	P4	5,700	A	\$ <u>(4)</u> 2.24	1,596,886	I	By Icarus Investment Corp. <u>(31)</u>
Common Stock	02/26/2009	Â	P4	12,000	A	\$ <u>(5)</u> 2.49	1,608,886	I	By Icarus Investment Corp. <u>(31)</u>
Common Stock	02/27/2009	Â	P4	1,000	A	\$ 2.25	1,609,886	I	By Icarus Investment Corp. <u>(31)</u>
Common Stock	03/03/2009	Â	P4	24,223	A	\$ <u>(6)</u> 1.86	1,634,109	I	By Icarus Investment Corp. <u>(31)</u>
Common Stock	03/04/2009	Â	P4	17,397	A	\$ <u>(7)</u> 2.09	1,651,506	I	By Icarus Investment Corp. <u>(31)</u>
Common Stock	03/05/2009	Â	P4	3,400	A	\$ <u>(8)</u> 2.1	1,654,906	I	By Icarus Investment Corp. <u>(31)</u>
Common Stock	03/06/2009	Â	P4	11,650	A	\$ <u>(9)</u> 1.82	1,666,556	I	By Icarus Investment Corp. <u>(31)</u>
Common Stock	03/09/2009	Â	P4	35,449	A	\$ <u>(10)</u> 1.92	1,702,005	I	By Icarus Investment Corp. <u>(31)</u>
Common Stock	03/10/2009	Â	P4	3,500	A	\$ <u>(11)</u> 2.1	1,705,505	I	By Icarus Investment Corp. <u>(31)</u>
Common Stock	03/11/2009	Â	P4	48,991	A	\$ <u>(12)</u> 2.06	1,754,496	I	By Icarus Investment Corp. <u>(31)</u>
Common Stock	03/12/2009	Â	P4	4,000	A	\$ <u>(13)</u> 2.41	1,758,496	I	By Icarus Investment Corp. <u>(31)</u>
Common Stock	03/16/2009	Â	P4	5,000	A	\$ <u>(14)</u> 2.67	1,763,496	I	By Icarus Investment Corp. <u>(31)</u>
Common Stock	03/18/2009	Â	P4	5,000	A	\$ <u>(15)</u> 2.73	1,768,496	I	By Icarus Investment Corp. <u>(31)</u>
Common Stock	03/19/2009	Â	P4	16,997	A	\$ <u>(16)</u> 2.7	1,785,493	I	By Icarus Investment Corp. <u>(31)</u>

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Common Stock	03/20/2009	Â	P4	6,800	A	\$ <u>2.75</u> (17)	1,792,293	I	By Icarus Investment Corp. <u>(31)</u>
Common Stock	03/23/2009	Â	P4	17,668	A	\$ <u>2.96</u> (18)	1,809,961	I	By Icarus Investment Corp. <u>(31)</u>
Common Stock	03/25/2009	Â	P4	2,500	A	\$ <u>3.08</u> (19)	1,812,461	I	By Icarus Investment Corp. <u>(31)</u>
Common Stock	03/26/2009	Â	P4	6,500	A	\$ <u>3.24</u> (20)	1,818,961	I	By Icarus Investment Corp. <u>(31)</u>
Common Stock	04/02/2009	Â	P4	15,800	A	\$ <u>3.2</u> (21)	1,834,761	I	By Icarus Investment Corp. <u>(31)</u>
Common Stock	04/03/2009	Â	P4	9,100	A	\$ <u>3.47</u> (22)	1,843,861	I	By Icarus Investment Corp. <u>(31)</u>
Common Stock	04/14/2009	Â	P4	2,700	A	\$ <u>3.65</u> (23)	1,846,561	I	By Icarus Investment Corp. <u>(31)</u>
Common Stock	04/16/2009	Â	P4	2,000	A	\$ <u>3.78</u> (24)	1,848,561	I	By Icarus Investment Corp. <u>(31)</u>
Common Stock	04/17/2009	Â	S4	13,730	D	\$ <u>3.94</u> (25) (26)	1,834,831	I	By Icarus Investment Corp. <u>(31)</u>
Common Stock	04/20/2009	Â	S4	893	D	\$ <u>3.92</u> (26) (27)	1,833,938	I	By Icarus Investment Corp. <u>(31)</u>
Common Stock	04/28/2009	Â	P4	6,500	A	\$ <u>3.37</u> (28)	1,840,438	I	By Icarus Investment Corp. <u>(31)</u>
Common Stock	04/29/2009	Â	P4	2,500	A	\$ <u>3.65</u> (29)	1,842,938	I	By Icarus Investment Corp. <u>(31)</u>
Common Stock	04/30/2009	Â	P4	3,700	A	\$ <u>3.56</u> (30)	1,846,638	I	By Icarus Investment Corp. <u>(31)</u>

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)

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. of D Se Bo O Er Is Fi (I
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEZWIREK PHILLIP 2300 YONGE STREET, SUITE 1710 TORONTO, A6A M4P 1E4	Â X	Â X	Â Chairman	Â

Signatures

/s/ Phillip
DeZwirek 05/31/2011

**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).
- The price reported in column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$1.95 to \$2.30, inclusive. The reporting person undertakes to provide to CECO Environmental Corp., any security holder of CECO Environmental Corp., or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares purchased or sold, as applicable, at each separate price within the ranges set forth in footnotes 1 through 25 and footnotes 27 through 30 to this Form 5.
- (1) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$2.16 to \$2.19, inclusive.
 - (2) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$2.07 to \$2.30, inclusive.
 - (3) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$2.00 to \$2.35, inclusive.
 - (4) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$2.40 to \$2.53, inclusive.
 - (5)
 - (6)

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- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$1.85 to \$1.87, inclusive.
- (7) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$2.01 to \$2.15, inclusive.
 - (8) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$2.06 to \$2.15, inclusive.
 - (9) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$1.80 to \$1.85, inclusive.
 - (10) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$1.90 to \$1.97, inclusive.
 - (11) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$2.00 to \$2.14, inclusive.
 - (12) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$2.04 to \$2.10, inclusive.
 - (13) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$2.39 to \$2.47, inclusive.
 - (14) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$2.64 to \$2.68, inclusive.
 - (15) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$2.68 to \$2.75, inclusive.
 - (16) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$2.69 to \$2.78, inclusive.
 - (17) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$2.70 to \$2.85, inclusive.
 - (18) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$2.86 to \$3.01, inclusive.
 - (19) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$3.01 to \$3.22, inclusive.
 - (20) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$3.16 to \$3.25, inclusive.
 - (21) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$3.13 to \$3.21, inclusive.
 - (22) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$3.38 to \$3.55, inclusive.
 - (23) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$3.58 to \$3.70, inclusive.
 - (24) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$3.77 to \$3.81, inclusive.
 - (25) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$3.91 to \$3.97, inclusive.
 - (26) In connection with this transaction, Icarus Investment Corp. has voluntarily remitted appropriate profits to CECO Environmental Corp., pursuant to Section 16(b) of the Securities Exchange Act of 1934.
 - (27) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$3.90 to \$3.95, inclusive.
 - (28) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$3.28 to \$3.41, inclusive.
 - (29) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$3.57 to \$3.86, inclusive.

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- (30) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$3.52 to \$3.79, inclusive.
- (31) Filer is President of Icarus Investment Corp. and disclaims beneficial ownership of these securities except to the extent of his pecuniary interest, if any, therein.

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Remarks:

2Â ofÂ 8

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.