

Bernstein Edward L
 Form 4
 October 27, 2011

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 *
 Bernstein Edward L

2. Issuer Name and Ticker or Trading Symbol
 Westinghouse Solar, Inc. [WEST]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1475 S. BASCOM AVE, SUITE 101
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 10/25/2011

Director 10% Owner
 Officer (give title below) Other (specify below)

CAMPBELL, CA 95008-0528

(City) (State) (Zip)

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

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$0.001 par value	10/25/2011		A		40,000 (1)	A	\$ 0.75
					50,026	(3)	D

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

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 (9-02)

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)	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 0.75	10/25/2011		A	12,500 <u>(2)</u>	01/25/2012 10/24/2016	Common Stock	12,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bernstein Edward L 1475 S. BASCOM AVE SUITE 101 CAMPBELL, CA 95008-0528		X		

Signatures

/s/ Edward L. Bernstein 10/27/2011

**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).
- (1) Consists of 40,000 shares of restricted common stock granted to Mr. Bernstein on October 25, 2011. These shares are scheduled to vest in equal quarterly installments on January 25, 2012, April 25, 2012, July 25, 2012 and October 25, 2012. Mr. Bernstein is entitled to vote such restricted shares, subject to forfeiture in accordance with the terms of the grant.
 - (2) Consists of non-qualified stock options granted pursuant to the Plan, which shall vest in equal quarterly installments on January 25, 2012, April 25, 2012, July 25, 2012 and October 25, 2012, subject to forfeiture in accordance with the terms of the grant.
 - (3) Amount reported reflects a 1 for 4 reverse stock split effective April 13, 2011.

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.