## FORM 4

obligations may continue. See Instruction 1(b).

Check this box if no longer subject to Section 16. Form 4 or Form 5

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Last) (First) (Middle) (Street) (Street) PETALUMA CA 94954  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Transaction(s) (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Transaction(s) (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Transaction(s) (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (instr. 6)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (instr. 6)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (instr. 6)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (instr. 6)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (instr. 6)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (instr. 6)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (instr. 6)  Table II - Derivative Securities Acquired, Disposed of, Or Beneficially Owned (instr. 6)  Table II - Derivative Securities Acquired, Disposed of, Or Beneficially Owned (instr. 6)  Table II - Derivative Securities Acquired, Disposed of, Or Beneficially Owned (instr. 6)  Table II - Derivative Securities Acquired, Disposed of (instr. 6)  Table II - Non-Derivative Securities Acquired, Disp	Name and Address of Reporting Person*     STEELE GREG						2. Issuer Name and Ticker or Trading Symbol Enphase Energy, Inc. [ ENPH ]									heck	all app Dired	olicable)		Solution Issuer  Owner  Or (specify
(Street) PETALUMA CA 94954  (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) (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 4)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3)  A Nount (A) or Disposed of (D) (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 4)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities (Month/Day/Year)  3. Transaction Date (if any Month (Instr. 4))  4. To Non Date (Instr. 5)  5. Amount of Securities Acquired (A) or Disposed of (D) (Instr. 4)  5. Amount of Securities Acquired (A) or Disposed of (D) (Instr. 4)  5. Amount of Securities Acquired (A) or Disposed of (D) (Instr. 4)  5. Amount of Securities Acquired (A) or Disposed of (D) (Instr. 4)  5. Amount of Securities Acquired (A) or Disposed of (D) (Instr. 4)  5. Amount of Securities Acquired (A) or Disposed of (D) (Instr. 4)  5. Amount of Securities Acquired (A) or Disposed of (D) (Instr. 4)  5. Amount of Disposed of (D) (Instr. 4)  5. Amount of Disposed of (	C/O ENPHASE ENERGY, INC.					1 ' ' '										below) below)				
1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)  7. Na Of Inc Disposed Of (D) (Instr. 3, 4 and 5)  8. Price of Derivative Securities Securities Acquired (Month/Day/Year)  8. Price of Derivative Securities Acquired (A) or Code (Instr. 3)  8. Price of Derivative Securities Acquired (Month/Day/Year)  8. Price of Derivative Securities Securities Acquired (Month/Day/Year)  9. Number of Derivative Securities Acquired (Month/Day/Year)  9. Number of Derivative Securities Month/Day/Year)  1. Title of Derivative Securities Acquired (A) or Code (Instr. 4)  1. Title of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3)  1. Transaction Date (Month/Day/Year)  2. A mount of Securities Acquired (A) or Benedically Owned (Month/Day/Year)  3. Transaction (Date (Da	(Street) PETALUMA CA 94954						, , ,									X Form filed by One Reporting Person Form filed by More than One Reporting				
Date (Month/Day/Year)   Code (Instr. 3)   Code (Instr. 4)   Code (Instr. 3)   Code (Instr. 4)   Code (	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																			
RESTRICTED STOCK UNITS  06/15/2012  A 7,000 A (1) 7,000 D  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities Acquired (if any Ownership Security (lnstr. 3)  1. Title of Derivative Securities (lnstr. 3)  1. Title of Derivative Securities (lnstr. 3)  2. Conversion or Exercise Price of Derivative Securities (lnstr. 3)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Transaction Date (Month/Day/Year)  5. Number of of Oberivative Securities (Month/Day/Year)  6. Date Exercisable and Expiration Date (Month/Day/Year)  7. Title and Amount of Securities Underlying Derivative Securities (Month/Day/Year)  9. Number of Derivative Securities Underlying Derivative Securities (Month/Day/Year)  9. Number of Securities Underlying Derivative Securities (Month/Day/Year)  9. Ownership Form: Direct (D) Owned Following Reported (A) or Disposed of (D) (Instr. 3, 4 and 5)  1. Title of Derivative Securities (Month/Day/Year)  1. Title of Derivative Securities (Month	Date					//Day/Year) if a		Execution if any	xecution Date, any		Transaction Disp Code (Instr. 5)					4 and Secur Benef Owne Repor		ities icially d Following	Form: Direct (D) or Indirec	of Indirect
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)  1. Title of Derivative Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Security (Instr. 3)  1. Title of Derivative Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Security (Instr. 3)  3. Transaction Date (Execution Date, if any (Month/Day/Year)  4. Transaction Code (Instr. 8)  5. Number of Operivative Securities (Month/Day/Year)  6. Date Exercisable and Expiration Date (Month/Day/Year)  7. Title and Amount of Security (Instr. 5)  8. Price of Derivative Security (Instr. 5)  9. Number of Amount of Security (Instr. 5)  9. Number of Derivative Security (Instr. 5)  9. Number of Derivative Security (Instr. 5)  9. Number of Amount of Security (Instr. 5)  9. Number of Derivative Security (Instr.										Code	v	Amount		(A) or (D)	Price		Transaction(s) (Instr. 3 and 4)			<u> </u>
1. Title of Derivative Security (Instr. 3)  2. Conversion of Execution Date (Month/Day/Year)  1. Title of Derivative Securities (Month/Day/Year)  2. Conversion of Execution Date (Month/Day/Year)  2. Conversion Date (Month/Day/Year)  2. Conversion Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Transaction Code (Instr. 8)  5. Number of Derivative Securities Underlying Derivative Security (Instr. 3)  9. Number of derivative Securities Securities Underlying Derivative Security (Instr. 3)  9. Number of Derivative Securities Underlying Derivative Security (Instr. 3)  11. No flict (Instr. 4)  12. Derivative Securities Underlying Derivative Security (Instr. 3)  13. Transaction Date (Month/Day/Year)  9. Number of Derivative Securities Underlying Derivative Security (Instr. 3)  14. Derivative Securities Underlying Derivative Security (Instr. 3)  15. Number of Securities Underlying Derivative Security (Instr. 3)  16. Derivative Securities Underlying Derivative Security (Instr. 3)  17. Title and Amount of Securities Underlying Derivative Security (Instr. 4)  18. Price of Derivative Securities Underlying Derivative Security (Instr. 3)  19. Number of derivative Securities Underlying Derivative Securities Underlying Derivative Security (Instr. 4)  19. Number of Derivative Securities Underlying Derivative Security (Instr. 4)  10. Owned Fixed the Instruction of Derivative Securities Underlying Derivative Security (Instr. 4)  10. Owned Fixed the Instruction of Derivative Securities Underlying Derivative Security (Instr. 5)  11. Note of Derivative Security (Instr. 3)  12. Number of Amount of Security (Instr. 3)  13. Number of Amount of Security (Instr. 3)  14. Demender Security (Instr. 3)  15. Number of Amount of Security (Instr. 3)  16. Demender Security (Instr. 3)  17. Title and Amount of Security (Instr. 3)  18. Price of Derivative Secur	RESTRICTED STOCK UNITS 06/15						5/15/2012					7,000	0	A	(1)		7,000		D	
Derivative Security (Instr. 3)  Instr. 3)  Date (Month/Day/Year)  Date (Month/Day/Year)  Execution Date, if any (Month/Day/Year)  Expiration Date (Month/Day/Year)  Derivative Securities (Month/Day/Year)  De																				
Date Expiration of	Derivative Security	Conversion or Exercise Price of Derivative	Date	Execution if any	Date,	Transa Code (		of Derive Security Acquer (A) or Disposof (D) (Instr	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		expiration Date Month/Day/Year)			Amount of Securities Underlying Derivative Security (Instr. and 4)		Deriv Secu	rative rity . 5)	derivative Securities Beneficially Owned Following Reported Transaction(	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)

## **Explanation of Responses:**

1. Each restricted stock unit ("RSU") is granted pursuant to the 2011 Equity Incentive Plan (the "Plan"), and represents a contingent right to receive one share of Common Stock of the Issuer, subject to the following vesting schedule: one-sixth of the RSU vests on November 15, 2012, and the balance vests in ten (10) equal, successive quarterly installments, so long as the Reporting Person remains in Continuous Service (as defined in the Plan) from the issuance date through each such vesting date.

/S/ Gregory S. Steele

11/19/2012

\*\* Signature of Reporting Person

Date

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

- \* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.