

# 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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person HENDERSON J SHERMAN III			2. Issuer Name and Ticker or Trading Symbol BEACON ENTERPRISE SOLUTIONS GROUP INC [BEAC.OTC]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
(Last) (First) (Middle) 1961 BISHOP LANE, SUITE 101			3. Date of Earliest Transaction (Month/Day/Year) 12/20/2007					
(Street) LOUISVILLE, KY US 40218			4. If Amendment, Date Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/20/2007		A		1,000,000	A	\$ 1	1,000,000	D	
Common Stock	12/20/2007		A		30,000	A	\$ 1	1,030,000	I	Beneficially owned through LANJK.
Common Stock	03/01/2010		P		5,000	A	\$ 1.29	1,035,000	D	

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. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Bridge Warrants (1)	\$ 1	02/15/2008(1)		A		120,000		02/15/2008	06/30/2012	Common Stock	120,000	\$ 1	120,000	I	Beneficially owned through SHEND LLC.
Bridge Warrants (1)	\$ 1	09/09/2009		P		120,000		09/09/2009	06/30/2012	Common Stock	120,000	\$ 1	0	I	Beneficially owned through SHEND LLC.
Equity Financing Arrangement Warrants (3)	\$ 1	01/28/2008		A		10,000		01/28/2008	01/28/2013	Common Stock	10,000	\$ 1	10,000	I	Beneficially owned through SHEND LLC.
Equity Financing Arrangement Warrants (3)	\$ 1	02/28/2008		A		10,000		02/28/2008	02/28/2013	Common Stock	10,000	\$ 1	20,000	I	Beneficially owned through SHEND LLC.
Equity Financing Arrangement Warrants (3)	\$ 1	03/07/2008		A		5,000		03/07/2008	03/07/2013	Common Stock	5,000	\$ 1	25,000	I	Beneficially owned through SHEND LLC.
Equity Financing Arrangement Warrants (3)	\$ 1	04/15/2010		P		250,000		04/15/2010	03/07/2013	Common Stock	25,000	\$ 1	0	I	Beneficially owned through SHEND LLC.
Bridge Warrants (2)	\$ 1	12/20/2007		A		312,500		12/20/2007	12/20/2012	Common Stock	312,500	\$ 1	312,500	I	Beneficially owned through SHEND LLC.

Bridge Warrants (2)	\$ 1	09/09/2009		A		312,500	09/09/2009	12/20/2012	Common Stock	312,500	\$ 1	0	I	Beneficially owned through SHEND LLC.
Convertible Note	\$ 0.60	12/20/2007		A	416,667		12/20/2007	06/30/2012	Common Stock	416,667	\$ 0.60	416,667	I	Beneficially owned through SHEND LLC.
Convertible Note	\$ 0.60	09/09/2009		P		416,667	09/09/2009	06/30/2012	Common Stock	416,667	\$ 0.60	0	I	Beneficially owned through SHEND LLC.

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HENDERSON J SHERMAN III 1961 BISHOP LANE SUITE 101 LOUISVILLE, KY US 40218	X			

## Signatures

Greg Guilford	01/04/2011
<small>Signature of Reporting Person</small>	<small>Date</small>

## 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) Bridge Warrants are earned in conjunction with the callable convertible bridge notes as long as the holder does not call the note or upon conversion to common stock. The Warrants were awarded 5,000 per month from 2/15/2008 to 11/15/2008, with a lump sum award of 70,000 on 11/20/2008. The warrants each have a conversion price of \$1.00 and expiration date of 6/30/2012.
- (2) Bridge Warrants were earned in their entirety when the bridge note holder agreed to forbear calling the note until on or after June 30, 2010.
- (3) Equity Financing Arrangement Warrants were earned in conjunction with an arrangement to provide up to \$300,000 of equity financing on a monthly basis as of the anniversary date of the commitment. The financing arrangement expired on March 7, 2008.

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

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