

# INSITUFORM TECHNOLOGIES INC

Reported by  
**WOODS ALFRED L**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 09/21/09 for the Period Ending 09/17/09

Address	17988 EDISON AVENUE CHESTERFIELD, MO 63005
Telephone	6365308000
CIK	0000353020
Symbol	INSU
SIC Code	1623 - Water, Sewer, Pipeline, and Communications and Power Line Construction
Industry	Construction Services
Sector	Capital Goods
Fiscal Year	12/31

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION  
Washington, D.C. 20549**

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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(f) of the  
Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>WOODS ALFRED L</b>  <small>(Last) (First) (Middle)</small>  <b>C/O INSITUFORM TECHNOLOGIES, INC., 17988 EDISON AVENUE</b>  <small>(Street)</small>  <b>CHESTERFIELD, MO 63005</b>  <small>(City) (State) (Zip)</small>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>INSITUFORM TECHNOLOGIES INC [ INSU ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>9/17/2009</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  <input checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span> <input type="checkbox"/> Officer (give title below) <span style="float:right">_____ Other (specify below)</span>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 (1)	9/17/2009		S		300	D	\$20.18	92055	D	
Common Stock (1)	9/17/2009		S		300	D	\$20.19	91755	D	
Common Stock (1)	9/17/2009		S		300	D	\$20.20	91455	D	
Common Stock (1)	9/17/2009		S		100	D	\$20.205	91355	D	
Common Stock (1)	9/17/2009		S		200	D	\$20.207	91155	D	
Common Stock (1)	9/17/2009		S		200	D	\$20.21	90955	D	
Common Stock (1)	9/17/2009		S		100	D	\$20.217	90855	D	
Common Stock (1)	9/17/2009		S		550	D	\$20.22	90305	D	
Common Stock (1)	9/17/2009		S		200	D	\$20.23	90105	D	
Common Stock (1)	9/17/2009		S		100	D	\$20.235	90005	D	
Common Stock (1)	9/17/2009		S		300	D	\$20.24	89705	D	
Common Stock (1)	9/17/2009		S		987	D	\$20.25	88718	D	
Common Stock (1)	9/17/2009		S		100	D	\$20.257	88618	D	
Common Stock (1)	9/17/2009		S		900	D	\$20.26	87718	D	
Common Stock (1)	9/17/2009		S		100	D	\$20.265	87618	D	
Common Stock (1)	9/17/2009		S		400	D	\$20.267	87218	D	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 (1)	9/17/2009		S		700	D	\$20.27	86518	D	
Common Stock (1)	9/17/2009		S		257	D	\$20.275	86261	D	
Common Stock (1)	9/17/2009		S		500	D	\$20.277	85761	D	
Common Stock (1)	9/17/2009		S		200	D	\$20.28	85561	D	
Common Stock (1)	9/17/2009		S		100	D	\$20.29	85761	D	
Common Stock (1)	9/17/2009		S		6	D	\$20.295	85455	D	
Common Stock (1)	9/17/2009		S		100	D	\$20.31	85355	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (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				

**Explanation of Responses:**

(1) Shares sold to cover certain tax liabilities resulting from the recent distribution of shares underlying deferred stock units.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>WOODS ALFRED L C/O INSITUFORM TECHNOLOGIES, INC. 17988 EDISON AVENUE CHESTERFIELD, MO 63005</b>	<b>X</b>			

**Signatures**

/s/ David F. Morris, as attorney-in-fact for Alfred L. Woods

9/21/2009

\*\* 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.

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