

Breese Robert Craig
 Form 4/A
 March 22, 2013

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 *
 Breese Robert Craig

2. Issuer Name and Ticker or Trading Symbol
 CLEAN DIESEL TECHNOLOGIES INC [CDTI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 03/19/2013

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

C/O CLEAN DIESEL TECHNOLOGIES, INC., 4567 TELEPHONE ROAD, SUITE 100

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 03/20/2013

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

VENTURA, CA 93003

(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 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	03/19/2013		M	16,490 A \$ 0 ⁽¹⁾	43,986 ⁽⁴⁾	D	
Common Stock	03/20/2013		S ⁽²⁾	6,244 D 2.1914 ⁽³⁾	37,742 ⁽⁴⁾	D	

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

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number.

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 Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Breese Robert Craig C/O CLEAN DIESEL TECHNOLOGIES, INC. 4567 TELEPHONE ROAD, SUITE 100 VENTURA, CA 93003	X		Chief Executive Officer	

Signatures

/s/Kristi Cushing for Robert Craig
Breese
03/22/2013
**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) Shares of Common Stock acquired upon settlement of Restricted Share Units (RSUs) granted March 8, 2012 pursuant to New Employee Inducement Award.
- (2) Shares were sold to cover the reporting person's tax obligation in connection with the vesting of RSUs and conversion into shares of Common Stock.
The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$2.18 to \$2.21, inclusive. The reporting person undertakes to provide CDTI, any security holder of CDTI or the staff of the Securities and Exchange Commission upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to this Form 4.
- (3) Exchange Commission upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to this Form 4.
- (4) The purpose of this Amended Form 4 is solely to correct the reporting person's beneficial ownership. All other information disclosed in the reporting person's original Form 4 filed with the Securities and Exchange Commission on March 20, 2013 was accurately reported.

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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