

CLEAN DIESEL TECHNOLOGIES INC
 Form 4
 August 11, 2015

FORM 4

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

OMB APPROVAL

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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 *
 Shea David Eric

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Financial Officer

(Last) (First) (Middle)
 C/O CLEAN DIESEL TECHNOLOGIES, INC., 1621 FISKE PLACE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/07/2015

OXNARD, CA 93033
 (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 Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	08/07/2015		M	2,614	A \$ 0 ⁽¹⁾	12,067	D
Common Stock	08/07/2015		M	4,079	A \$ 0 ⁽²⁾	16,146	D
Common Stock	08/07/2015		M	5,000	A \$ 0 ⁽³⁾	21,146	D
Common Stock	08/10/2015		S ⁽⁴⁾	4,616	D \$ 1.4509 ⁽⁵⁾	16,530	D

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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)

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 or Value of Underlying Securities (Instr. 3 and 4)
Restricted Share Units	(6)	08/07/2015		M	2,614	(7) (7)	Common Stock	2,614
Restricted Share Units	(6)	08/07/2015		M	4,079	(8) (8)	Common Stock	4,079
Restricted Share Units	(6)	08/07/2015		M	5,000	(9) (9)	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Shea David Eric
C/O CLEAN DIESEL TECHNOLOGIES, INC.
1621 FISKE PLACE
OXNARD, CA 93033

Chief Financial Officer

Signatures

/s/Kristi Cushing for David Eric Shea

08/11/2015

**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 May 24, 2012 pursuant to the Clean Diesel Technologies, Inc. ("CDTI") Stock Incentive Plan.
- (2) Shares of Common Stock acquired upon settlement of RSUs granted March 20, 2013 pursuant to the CDTI Stock Incentive Plan.
- (3) Shares of Common Stock acquired upon settlement of RSUs granted February 20, 2014 pursuant to the CDTI Stock Incentive Plan.
- (4) Shares were sold to cover the reporting person's tax obligation in connection with the issuance of the 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 \$1.45 to \$1.47, inclusive. The reporting person undertakes to provide CDTI, and 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.

- (6) Each RSU represents a contingent right to receive one share of CDTI common stock.

RSU vests as to 1/3 on each of March 20, 2013, March 20, 2014 and March 20, 2015. Issuance to occur as soon as practicable following the date of vesting and subject to compliance with Issuer's Insider Trading Policy, but in all cases within two and one-half months following the end of the Issuer's tax year that includes the date such RSUs vest. RSUs that have not vested at the time of the reporting person's termination, for any or no reason other than death, will be forfeited.

- (8) RSU vests as to 1/3 on each of March 20, 2014, March 20, 2015 and March 20, 2016. Issuance to occur as soon as practicable following the date of vesting and subject to compliance with Issuer's Insider Trading Policy, but in all cases within two and one-half months following the end of the Issuer's tax year that includes the date such RSUs vest. RSUs that have not vested at the time of the reporting person's termination, for any or no reason other than death, will be forfeited.

- (9) RSU vests as to 1/3 on each of March 20, 2015, March 20, 2016 and March 20, 2017. Issuance to occur as soon as practicable following the date of vesting and subject to compliance with Issuer's Insider Trading Policy, but in all cases within two and one-half months following the end of the Issuer's tax year that includes the date such RSUs vest. RSUs that have not vested at the time of the reporting person's termination, for any or no reason other than death, will be forfeited.

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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