

Shea David Eric
Form 4
June 21, 2011

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 *
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)
Corporate Controller

(Last) (First) (Middle)
C/O CLEAN DIESEL TECHNOLOGIES, INC., 4567 TELEPHONE ROAD, SUITE 206
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/17/2011

VENTURA, CA 93003
(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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	06/17/2011		M	A	\$ 0 ⁽¹⁾	6,948	D
Common Stock	06/20/2011		S ⁽²⁾	D	\$ 5.802 ⁽³⁾	6,270	D
Common Stock	06/21/2011		S ⁽²⁾	D	\$ 5.7797 ⁽⁴⁾	3,782	D

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

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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 \$5.80 to \$5.81, 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 ranges set forth in footnotes 3 and 4 to this Form 4.
- (3) Exchange Commission upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes 3 and 4 to this Form 4.
 - (4) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$5.65 to \$5.95, inclusive.
 - (5) Each RSU represents a contingent right to receive one share of CDTI common stock.
- The RSU vests as to 1/3 on the seventh business day from June 8, 2011, the date of grant, and 1/3 each on the first and second anniversary of the date of grant. Issuance will occur on vest date. RSUs that have not vested at the time of the reporting person's termination of service, for any or no reason, will be forfeited.
- (6) of the date of grant. Issuance will occur on vest date. RSUs that have not vested at the time of the reporting person's termination of service, for any or no reason, will be forfeited.
 - (7) The RSU vests as to 100% on the seventh business day from June 8, 2011, the date of grant. Issuance will occur on vest date. RSUs that have not vested at the time of the reporting person's termination of service, for any or no reason, 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.