Shea David Eric Form 4 June 21, 2011

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subject to

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

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Section 16. Form 4 or Form 5 obligations

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 See Instruction

1(b).

(Print or Type Responses)

may continue.

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Shea David Eric Issuer Symbol **CLEAN DIESEL TECHNOLOGIES** (Check all applicable) INC [CDTI] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) C/O CLEAN DIESEL 06/17/2011 Corporate Controller TECHNOLOGIES, INC., 4567 TELEPHONE ROAD, SUITE 206 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting VENTURA, CA 93003 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Indirect Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned (D) or Ownership Indirect (I) **Following** (Instr. 4) Reported (Instr. 4) (A) Transaction(s) (Instr. 3 and 4) Code V (D) Price Amount Common 06/17/2011 \$ 0 (1) 6,948 D M 6,948 A Stock Common \$ 5.802 6.270 06/20/2011 $S^{(2)}$ 678 D D (3) Stock \$ Common $S^{(2)}$ 06/21/2011 5.7797 2,488 D 3.782 D Stock (4)

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

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SEC 1474 (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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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)	
				Code V ((A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(5)</u>	06/17/2011		M	556	06/17/2011 <u>(6)</u>	<u>(6)</u>	Common stock	556
Restricted Stock Units	<u>(5)</u>	06/17/2011		M	6,392	06/17/2011 <u>(7)</u>	<u>(7)</u>	Common stock	6,392

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Shea David Eric

C/O CLEAN DIESEL TECHNOLOGIES, INC. 4567 TELEPHONE ROAD, SUITE 206

Corporate Controller

VENTURA, CA 93003

Signatures

/s/ Kristi Cushing for David Eric Shea 06/21/2011

**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 vesting of Restricted Stock Units (RSUs) granted June 8, 2011 pursuant to the CDTI 1994 Incentive Plan.

(2)

Reporting Owners 2

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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.
- (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 (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.