

Harris Christopher Jay
 Form 4
 March 22, 2013

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 *
 Harris Christopher Jay

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)
 03/20/2013

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

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

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

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	03/20/2013		M	A	\$ 0 ⁽¹⁾	6,960	D
Common Stock	03/21/2013		S ⁽²⁾	D	\$ 2.1532	4,597	D

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

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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)	
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Share Units	(3)	03/20/2013		M		(4) (4)	Common Stock	5,446
Restricted Share Units	(3)	03/20/2013		A		(5) (5)	Common Stock	19,122

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Harris Christopher Jay C/O CLEAN DIESEL TECHNOLOGIES, INC. 4567 TELEPHONE ROAD, SUITE 100 VENTURA, CA 93003			Chief Operations Officer	

Signatures

/s/Kristi Cushing for Christopher J. Harris
Date: 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 vesting of Restricted Share Units (RSUs) granted February 22, 2012 pursuant to the CDTI Stock Incentive Plan.
- (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.
- (3) Each RSU represents a contingent right to receive one share of CDTI common stock.
- (4) RSUs vest as to 1/3 on each of March 20, 2013, March 20, 2014, and March 20, 2015. Issuance will occur on vest date subject to compliance with Issuer's Insider Trading Policy and all applicable requirements of federal, state or foreign law with respect to such securities. RSUs that have not vested at the time of the reporting person's termination of service, for any or no reason other than death, will be forfeited.
- (5) RSUs vest as to 1/3 on each the first, second and third anniversaries of the grant date. Issuance will occur on vest date subject to compliance with Issuer's Insider Trading Policy and all applicable requirements of federal, state or foreign law with respect to such securities. RSUs that have not vested at the time of the reporting person's termination of service, for any or no reason other than death,

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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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