

CLEAN DIESEL TECHNOLOGIES INC
 Form 4
 June 11, 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

(Last) (First) (Middle)

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

(Street)

VENTURA, CA 93003

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 06/08/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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	06/08/2013		M	1,390	\$ 0 ⁽¹⁾	5,987	D
Common Stock	06/11/2013		S ⁽²⁾	525	\$ 2.0288 ⁽³⁾	5,462	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 or Number of Shares
Restricted Share Units	(4)	06/08/2013		M	1,390	(5) (5)	Common Stock	1,390

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 06/11/2013

**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 June 8, 2011 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.
The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$2.02 to \$2.04, 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) Each RSU represents a contingent right to receive one share of CDTI common stock.

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- (5) RSUs vested as to 1,390 shares on each of June 17, 2011, June 8, 2012 and June 8, 2013. Settlement and delivery of shares for June 8, 2013 vesting occurred on June 10, 2013.

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.