

CLEAN DIESEL TECHNOLOGIES INC  
 Form 3  
 April 24, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * Â Shea David Eric (Last) (First) (Middle)  C/O CLEAN DIESEL TECHNOLOGIES, INC., Â 4567 TELEPHONE ROAD, SUITE 100 (Street)  VENTURA, Â CA Â 93003 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 04/24/2014	3. Issuer Name and Ticker or Trading Symbol CLEAN DIESEL TECHNOLOGIES INC [CDTI]	4. Relationship of Reporting Person(s) to Issuer  (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) VP Fin., Treas., Corp. Cont.	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	5,699	D	Â

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Stock Option (right to buy)	03/17/2011 <sup>(1)</sup>	03/17/2021	Common Stock	5,000	\$ 5.68	D	Â
Stock Option (right to buy)	02/22/2013 <sup>(2)</sup>	05/24/2022	Common Stock	23,529	\$ 2.41	D	Â
Restricted Stock Units	Â <sup>(4)</sup>	Â <sup>(4)</sup>	Common Stock	5,229	\$ <sup>(3)</sup>	D	Â
Restricted Stock Units	Â <sup>(5)</sup>	Â <sup>(5)</sup>	Common Stock	12,238	\$ <sup>(3)</sup>	D	Â
Restricted Stock Units	Â <sup>(6)</sup>	Â <sup>(6)</sup>	Common Stock	15,000	\$ <sup>(3)</sup>	D	Â

## 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 100 VENTURA, CA 93003	Â	Â	Â VP Fin., Treas., Corp. Cont.	Â

## Signatures

/s/ Kristi Cushing for David E. Shea 04/24/2014

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) Stock Option vested 50% on March 17, 2011 and 50% on March 17, 2012.
- (2) Stock Option vested 1/3 on each of February 22, 2013 and February 22, 2014. Remaining 1/3 vests on February 22, 2015.
- (3) Each Restricted Stock Unit ("RSU") represents a contingent right to receive one share of CDTI Common Stock.
- (4) RSUs vest as to 50% on March 20, 2014 and March 20, 2015. RSUs paid to participant as soon as practicable following the date of vesting, 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.
- (5) RSUs vest as to 1/3 on each of March 20, 2014, March 20, 2015 and March 20, 2016. RSUs paid to participant as soon as practicable following the date of vesting, 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.
- (6) RSUs vest as to 1/3 on each of March 20, 2015, March 20, 2016 and March 20, 2017. RSUs paid to participant as soon as practicable following the date of vesting, 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.

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**Remarks:**

ExhibitÂ 24Â PowerÂ ofÂ Attorney

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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