

CLEAN DIESEL TECHNOLOGIES INC

Form 4

May 19, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Golden Stephen John

(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)
05/15/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Chief Technology Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
			Code	V	Amount (A) or (D)	Price	
Common Stock	05/15/2014		M		6,535	A \$ 0 ⁽¹⁾	25,220 D
Common Stock	05/15/2014		M		8,499	A \$ 0 ⁽²⁾	33,719 D
Common Stock	05/19/2014		S ⁽³⁾		5,515	D \$ 2.4795 ⁽⁴⁾	28,204 D

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

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(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. 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 Value of Underlying Securities (Instr. 3 and 4)	9. Put or Call
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Share Units	(5)	05/15/2014		M	6,535	(6)	(6)	Common Stock	6,535
Restricted Share Units	(5)	05/15/2014		M	8,499	(7)	(7)	Common Stock	8,499

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Golden Stephen John C/O CLEAN DIESEL TECHNOLOGIES, INC. 4567 TELEPHONE ROAD, SUITE 100 VENTURA, CA 93003			Chief Technology Officer	

Signatures

/s/Kristi Cushing for Stephen J. Golden 05/19/2014

__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 settlement of Restricted Share Units ("RSUs") granted February 22, 2012 pursuant to the Clean Diesel Technologies, Inc. ("CDTI") Stock Incentive Plan.
- (2) Shares of Common Stock acquired upon settlement of RSUs granted March 20, 2013 pursuant to the CDTI Stock Incentive Plan.

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- (3) Shares were sold to cover the reporting person's tax obligation in connection with the issuance of the 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 \$2.43 to

- (4) \$2.54, inclusive. The reporting person undertakes to provide CDTI, and 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.

- (5) Each RSU represents a contingent right to receive one share of CDTI common stock.

RSU vests as to 1/3 on each of March 20, 2013, March 20, 2014 and March 20, 2015. Issuance to occur as soon as practicable following the date of vesting and subject to compliance with Issuer's Insider Trading Policy, but in all cases within two and one-half months

- (6) following the end of the Issuer's tax year that includes the date such RSUs vest. RSUs that have not vested at the time of the reporting person's termination, for any or no reason other than death, will be forfeited.

RSU vests as to 1/3 on each of March 20, 2014, March 20, 2015 and March 20, 2016. Issuance to occur as soon as practicable following the date of vesting and subject to compliance with Issuer's Insider Trading Policy, but in all cases within two and one-half months

- (7) following the end of the Issuer's tax year that includes the date such RSUs vest. RSUs that have not vested at the time of the reporting person's termination, for any or no reason other than death, 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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