Shea David Eric Form 4 March 22, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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 may continue. 30(h) of the Investment Company Act of 1940

See Instruction

1(b).

(Print or Type Responses)

03/20/2013

03/21/2013

Stock

Stock

Common

1. Name and Address of Reporting Person * 2. Issu			er Name and Ticker or Trading	5. Relationship of	5. Relationship of Reporting Person(s) to			
Shea David	Eric	Symbol		Issuer	Issuer			
			CLEAN DIESEL TECHNOLOGIES INC [CDTI]		(Check all applicable)			
(Last)	(First) (N	,	of Earliest Transaction Day/Year)	Director X Officer (give				
C/O CLEAT	N DIESEL LOGIES, INC., 45	03/20/2	•	below) Corp	below) porate Controller			
TELEPHO	NE ROAD, SUIT	E 100						
			endment, Date Original	6. Individual or Jo	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
			onth/Day/Year)	**				
VENTURA	A, CA 93003				One Reporting Person More than One Reporting			
(City)	(State)	(Zip) Tab	ole I - Non-Derivative Securiti	ies Acquired, Disposed o	f, 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. 4. Securities Acqu Transaction(A) or Disposed of Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D)	of (D) Securities	6. 7. Nature of Ownership Indirect Form: Direct Beneficial (D) or Ownership Indirect (I) (Instr. 4)			
Common	03/20/2013		M 2614 Λ \$	S O (1) 6 601	D			

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

M

 $S^{(2)}$

2,614

1.272 D

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6,691

5,419

D

D

\$ 0 (1)

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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 orDerivative 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		2,614	<u>(4)</u>	<u>(4)</u>	Common Stock	2,614
Restricted Share Units	(3)	03/20/2013		A	12,238		(5)	<u>(5)</u>	Common Stock	12,238

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Shea David Eric						
C/O CLEAN DIESEL TECHNOLOGIES, INC.			Corporate			
4567 TELEPHONE ROAD, SUITE 100			Controller			
VENTURA, CA 93003						

Signatures

/s/Kristi Cushing for David E. Shea 03/22/2013

**Signature of Reporting Person Da

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.
- 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. 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.