

CLEAN DIESEL TECHNOLOGIES INC  
 Form 4  
 October 25, 2011

**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 \*  
 MARXE AUSTIN W &  
 GREENHOUSE DAVID M

(Last) (First) (Middle)

C/O SPECIAL SITUATIONS  
 FUNDS, 527 MADISON AVENUE,  
 SUITE 2600

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 10/21/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 10% Owner  
 \_\_\_\_ Other (specify below)

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 Beneficial Ownership (Instr. 4) |                     |                  |       |                                |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------------------|------------------|-------|--------------------------------|
|                                 |                                      |  |                                | Code  | V   | Amount   | (A) or (D)  | Price               |                  |       |                                |
| Common Stock                    | 10/21/2011                           |  | S                              |   | 7,130   | D  |   | \$<br>3.5067<br>(1) | 1,591,685        | I     | By Limited Partnerships        |
| Common Stock                    | 10/21/2011                           |  | S                              |   | 100,500   | D  |   | \$<br>3.5867<br>(1) | 1,491,185        | I     | By Limited Partnerships        |
| Common Stock                    | 10/24/2011                           |  | S                              |   | 100,000<br>(2)  | D  |   | \$<br>3.7658<br>(1) | 1,391,185<br>(2) | I (2) | By Limited Partnerships<br>(2) |



## Edgar Filing: CLEAN DIESEL TECHNOLOGIES INC - Form 4

This is a joint filing by Austin W. Marx (Marx) and David M. Greenhouse (Greenhouse). They share voting and investment control over all securities owned by Special Situations Fund III QP, L.P. (QP), Special Situations Cayman Fund, L.P. (Cayman), Special Situations Private Equity Fund, L.P. (PE), Special Situations Technology Fund, LP. (TN) and Special Situations Technology Fund II, L.P. (T2). 695,592 shares of Common Stock are held by QP, 222,590 shares of Common Stock are held by Cayman, 87,266 shares of Common Stock are held by PE, 53,750 shares of Common Stock are held by TN and 331,987 shares of Common Stock are held by T2. The interest of Marx and Greenhouse in the shares of Common Stock owned by QP, Cayman, PE, TN and T2 is limited to the extent of his pecuniary interest.

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.