

Mehta Nikhil Atul
Form 4
June 21, 2011

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 *
Mehta Nikhil Atul

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O CLEAN DIESEL
TECHNOLOGIES, INC., 4567
TELEPHONE ROAD, SUITE 206
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/17/2011

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

VENTURA, CA 93003

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	06/17/2011		M		22,986	A \$ 0 ⁽¹⁾	22,986 D
Common Stock	06/20/2011		S ⁽²⁾		1,987	D \$ 5.802 ⁽³⁾	20,999 D
Common Stock	06/21/2011		S ⁽²⁾		7,287	D \$ 5.7797 ⁽⁴⁾	13,712 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	<u>(5)</u>	06/17/2011		M	2,113	06/17/2011 ⁽⁶⁾ <u>(6)</u>	Common stock 2,113
Restricted Stock Units	<u>(5)</u>	06/17/2011		M	20,873	06/17/2011 ⁽⁷⁾ <u>(7)</u>	Common Stock 20,873

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Mehta Nikhil Atul
C/O CLEAN DIESEL TECHNOLOGIES, INC.
4567 TELEPHONE ROAD, SUITE 206
VENTURA, CA 93003

Chief Financial Officer

Signatures

/s/ Kristi Cushing for Nikhil Atul
Mehta

06/21/2011

__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 Stock Units (RSUs) granted June 8, 2011 pursuant to the CDTI 1994 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.

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- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$5.80 to \$5.81, 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 ranges set forth in footnotes 3 and 4 to this Form 4.
- (3)
- (4) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$5.65 to \$5.95, inclusive.
- (5) Each RSU represents a contingent right to receive one share of CDTI common stock.
- The RSU vests as to 1/3 on the seventh business day from June 8, 2011, the date of grant, and 1/3 each on the first and second anniversary of the date of grant. Issuance will occur on vest date. RSUs that have not vested at the time of the reporting person's termination of service, for any or no reason, will be forfeited.
- (6)
- (7) The RSU vests as to 100% on the seventh business day from June 8, 2011, the date of grant. Issuance will occur on vest date. RSUs that have not vested at the time of the reporting person's termination of service, for any or no reason, 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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