

MCDERMOTT CHARLES J
Form 4
July 15, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ELLIS ALEXANDER III

(Last) (First) (Middle)

C/O ROCKPORT CAPITAL
PARTNERS, LP, 160 FEDERAL
STREET, 18TH FLOOR

(Street)

BOSTON, MA 02110

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
07/05/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☒ Other (specify
below)
Member of 13(d) group

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. Code (Instr. 8)	4. Securities Acquired 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 (Instr. 4)
Common Stock, par value \$0.01 per share	07/05/2011		S	72,800 (1)	D \$ 3.75	329,895	D (2)
Common Stock, par value \$0.01 per share	07/05/2011		S	7,200 (1)	D \$ 3.75	322,695	D (3)

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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ELLIS ALEXANDER III C/O ROCKPORT CAPITAL PARTNERS, LP 160 FEDERAL STREET, 18TH FLOOR BOSTON, MA 02110	X	Member of 13(d) group
RockPort Capital Partners, L.P. 160 FEDERAL STREET, 18TH FLOOR BOSTON, MA 02110		Member of 13(d) group
ROCKPORT CAPITAL I LLC 160 FEDERAL STREET, 18TH FLOOR BOSTON, MA 02110		Member of 13(d) group
RP Co-Investment Fund I, L.P. 160 FEDERAL STREET, 18TH FLOOR BOSTON, MA 02110		Member of 13(d) group
RP Co-Investment Fund I GP, LLC 160 FEDERAL STREET, 18TH FLOOR BOSTON, MA 02110		Member of 13(d) group
James Janet Burrows 160 FEDERAL STREET, 18TH FLOOR BOSTON, MA 02110		Member of 13(d) group

JAMES WILLIAM E
160 FEDERAL STREET, 18TH FLOOR
BOSTON, MA 02110
Member of 13(d) group

MCDERMOTT CHARLES J
160 FEDERAL STREET, 18TH FLOOR
BOSTON, MA 02110
Member of 13(d) group

Prend David J
160 FEDERAL STREET, 18TH FLOOR
BOSTON, MA 02110
Member of 13(d) group

Wilson Stoddard Moran
160 FEDERAL STREET, 18TH FLOOR
BOSTON, MA 02110
Member of 13(d) group

Signatures

ALEXANDER ELLIS III, By: /s/ Alexander Ellis III	07/15/2011
__Signature of Reporting Person	Date
ROCKPORT CAPITAL PARTNERS, LP, By: Rockport Capital I LLC, General Partner, By: /s/ Janet B. James Name: Janet B. James Title: Managing Member	07/15/2011
__Signature of Reporting Person	Date
RP CO-INVESTMENT FUND I, L.P., By: RP Co-Investment Fund I GP, LLC, By: /s/ Janet B. James Name: Janet B. James Title: Managing Member	07/15/2011
__Signature of Reporting Person	Date
ROCKPORT CAPITAL I LLC, By: /s/ Janet B. James Name: Janet B. James Title: Managing Member	07/15/2011
__Signature of Reporting Person	Date
RP CO-INVESTMENT FUND I GP, LLC, By: /s/ Janet B. James Name: Janet B. James Title: Managing Member	07/15/2011
__Signature of Reporting Person	Date
JANET B. JAMES, By: /s/ Janet B. James	07/15/2011
__Signature of Reporting Person	Date
WILLIAM E. JAMES, By: /s/ William E. James	07/15/2011
__Signature of Reporting Person	Date
CHARLES J. MCDERMOTT, By: /s/ Charles J. McDermott	07/15/2011
__Signature of Reporting Person	Date
DAVID J. PREND, By: /s/ David J. Prend	07/15/2011
__Signature of Reporting Person	Date
STODDARD M. WILSON, By: /s/ Stoddard M. Wilson	07/15/2011
__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).

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- (1) This filing is being made as the result of the disposition of securities of Clean Diesel Technologies, Inc. by RockPort Capital Partners, L.P. and RP Co-Investment Fund I, L.P. in a public offering that closed on July 5, 2011.

Such securities are held directly by RockPort Capital Partners, L.P., and may be deemed to be beneficially owned by RockPort Capital I LLC, the general partner of RockPort Capital Partners, L.P. and by Alexander Ellis III, Janet B. James, William E. James, Charles J.

- (2) McDermott, David J. Prend and Stoddard M. Wilson, who are the managing members of RockPort Capital I LLC. All such persons other than RockPort Capital Partners, L.P. disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that such reporting person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Such securities are held directly by RP Co-Investment Fund I, L.P., and may be deemed to be beneficially owned by RP Co-Investment Fund I GP, LLC, the general partner of RP Co-Investment Fund I, L.P., and by Alexander Ellis III, Janet B. James, William E. James, Charles J. McDermott, David J. Prend and Stoddard M. Wilson, who are the managing members of RP Co-Investment Fund I GP, LLC.

- (3) All such persons other than RP Co-Investment Fund I, L.P. disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that such reporting person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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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