

CLEAN DIESEL TECHNOLOGIES INC
 Form 4
 June 24, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Breese Robert Craig

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 100

3. Date of Earliest Transaction (Month/Day/Year)
 06/20/2013

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

(Street)
 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 (Instr. 4)
				(A) or (D)	Price		
			Code	V	Amount		
Common Stock	06/20/2013		M		5,300	A	\$ 0 (1)
					43,042		D

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)
Restricted Share Units	(2)	06/20/2013		M	5,300	(3) (3)	Common Stock	5,300

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Breese Robert Craig C/O CLEAN DIESEL TECHNOLOGIES, INC. 4567 TELEPHONE ROAD, SUITE 100 VENTURA, CA 93003	X		Chief Executive Officer	

Signatures

/s/Kristi Cushing for Robert Craig Breese
06/24/2013

**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 March 8, 2012 pursuant to New Employee Inducement Award.
- (2) Each RSU represents a contingent right to receive one share of CDTI common stock.
- (3) RSUs vest as to 28% on March 8, 2013 and 9% quarterly thereafter, beginning June 20, 2013. RSUs will be paid to the Participant (or in event of the Participant's death, to his or her estate) as soon as practicable following the date of vesting, but in all cases within two and one-half (2 1/2) months 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 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. 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.