

CLEAN DIESEL TECHNOLOGIES INC
 Form 4/A
 July 14, 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)
 07/12/2011

4. If Amendment, Date Original
 Filed(Month/Day/Year)
 07/14/2011

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director 10% Owner
 ____ Officer (give title below) ____ 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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|----------|--------------------------------|
| | | | | (A) or (D) | Price | | | | |
| Common Stock | 07/12/2011 | | S | 250,000 | D | \$ 6.9209 (1) | 1,950,000 | I | By Limited Partnerships |
| Common Stock | 07/12/2011 | | S | 3,320 | D | \$ 7.1002 (1) | 1,946,680 | I | By Limited Partnerships |
| Common Stock | 07/13/2011 | | S | 4,800 | D | \$ 7.2749 (2) | 1,941,880 (2) | I (2) | By Limited Partnerships (2) |

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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). 970,940 shares of Common Stock are held by QP, 310,701 shares of Common Stock are held by Cayman, 121,809 shares of Common Stock are held by PE, 75,027 shares of Common Stock are held by TN and 463,403 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.