

CLEAN DIESEL TECHNOLOGIES INC
 Form 4
 December 22, 2015

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 *
CHERRY BERNARD H

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)
1621 FISKE PLACE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/18/2015

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

OXNARD, CA 93033
 (City) (State) (Zip)

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

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			
Common Stock	12/18/2015		M	V A	7,537 \$ 0	(1) (2)	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	(3)	12/18/2015		M	7,537	(4) (4)	Common Stock	7,537

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHERRY BERNARD H 1621 FISKE PLACE OXNARD, CA 93033	X			

Signatures

/s/ Alfred Palomino,
Attorney-in-Fact

12/22/2015

**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 May 20, 2015 pursuant to the Clean Diesel Technologies, Inc. (CDTI) Stock Incentive Plan.

(2) The total holdings include 7,538 shares underlying restricted stock units and share equivalent units that were previously reported in Table II.

(3) Each RSU represents a contingent right to receive one share of CDTI's common stock.

RSU vests as to 50% on November 20, 2015, settlement of which was delayed until December 18, 2015, and 50% on the earlier of 1) May 20, 2016, or 2) immediately prior to the commencement of the CDTI's 2016 annual meeting of stockholders, in each case as long as

(4) the reporting person has continuously remained a director of, or consultant to, CDTI through such date. Issuance to occur as soon as practicable following the date of vesting, or as otherwise determined by the Compensation and Nominating Committee and subject to compliance with CDTI's Insider Trading Policy, but in all cases within two and one-half months following the end of CDTI's tax year that includes the date such RSUs vest.

Remarks:

Exhibit 24 Power of Attorney

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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