

MCDERMOTT CHARLES J
 Form 4
 July 15, 2011

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 *
ELLIS ALEXANDER III

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)

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

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

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

(Street)

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

BOSTON, MA 02110

(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		
Common Stock, par value \$0.01 per share	07/05/2011		S	72,800 (1)	\$ 3.75	D	(2)
Common Stock, par value \$0.01 per share	07/05/2011		S	7,200 (1)	\$ 3.75	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 (Instr. 5)
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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
Date: 07/15/2011
Signature of Reporting Person

ROCKPORT CAPITAL PARTNERS, LP, By: Rockport Capital I LLC, General Partner, By:
/s/ Janet B. James Name: Janet B. James Title: Managing Member
Date: 07/15/2011
Signature of Reporting Person

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
Date: 07/15/2011
Signature of Reporting Person

ROCKPORT CAPITAL I LLC, By: /s/ Janet B. James Name: Janet B. James Title:
Managing Member
Date: 07/15/2011
Signature of Reporting Person

RP CO-INVESTMENT FUND I GP, LLC, By: /s/ Janet B. James Name: Janet B. James
Title: Managing Member
Date: 07/15/2011
Signature of Reporting Person

JANET B. JAMES, By: /s/ Janet B. James
Date: 07/15/2011
Signature of Reporting Person

WILLIAM E. JAMES, By: /s/ William E. James
Date: 07/15/2011
Signature of Reporting Person

CHARLES J. MCDERMOTT, By: /s/ Charles J. McDermott
Date: 07/15/2011
Signature of Reporting Person

DAVID J. PREND, By: /s/ David J. Prend
Date: 07/15/2011
Signature of Reporting Person

STODDARD M. WILSON, By: /s/ Stoddard M. Wilson
Date: 07/15/2011
Signature of Reporting Person

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,

- (3) Charles J. McDermott, David J. Prend and Stoddard M. Wilson, who are the managing members of RP Co-Investment Fund I GP, LLC. 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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