Mehta Nikhil Atul Form 4 September 19, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

0.5

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and A	2. Issuer Name and Ticker or Trading Symbol CLEAN DIESEL TECHNOLOGIES INC [CDTI]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
TECHNOL	(Last) (First) (Middle) 3. Da (Mon C/O CLEAN DIESEL CECHNOLOGIES, INC., 4567 CELEPHONE ROAD, SUITE 206				ransaction		_	Director 10% Owner _X Officer (give title Other (specify below) Chief Financial Officer		
VENTURA	Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Secur		ired, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	ned n Date, if Day/Year)	3. 4. Securities Acquired (A Transactiom Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price				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 Beneficial Ownership (Instr. 4)	
Common Stock	09/16/2011			M	13,334	A	\$ 0 (1)	27,046	D	
Common Stock	09/19/2011			S(2)	6,363	D	\$ 3.6732	20,683	D	

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

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number.

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)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	and 5	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(4)</u>	09/16/2011		M		13,334	09/16/2011(5)	<u>(5)</u>	Common stock	13,334

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Mehta Nikhil Atul C/O CLEAN DIESEL TECHNOLOGIES, INC. 4567 TELEPHONE ROAD, SUITE 206 VENTURA, CA 93003

Chief Financial Officer

Signatures

/s/ Kristi Cushing for Nikhil Atul Mehta

09/19/2011

**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).
- (1) Shares of common stock acquired upon vesting of Restricted Stock Units (RSUs) granted September 8, 2011 pursuant to the CDTI 1994 Incentive Plan.
- (2) Shares were sold to cover the reporting person's tax obligation in connection with the vesting of RSUs and conversion into shares of
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$3.65 to \$3.82, inclusive. The reporting person undertakes to provide CDTI, any security holder of CDTI or the staff of the Securities and Exchange Commission upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.
- (4) Each RSU represents a contingent right to receive one share of CDTI common stock.
- (5) The RSU vests as to 100% on the sixth business day from September 8, 2011, the date of grant. Issuance will occur on vest date. 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.

Reporting Owners 2

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