

DOUGLAS KEVIN
Form 4/A
June 13, 2012

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 *
DOUGLAS KEVIN

2. Issuer Name and Ticker or Trading Symbol
WESTPORT INNOVATIONS INC
[WPRT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
125 E. SIR FRANCIS DRAKE
BLVD., STE 400

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/15/2012

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
13(d)(3) group

LARKSPUR, CA 94939

4. If Amendment, Date Original Filed(Month/Day/Year)
05/21/2012

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 05/18/2012 | | X | 17,900 A | \$ 38 3,101,215 | I (1) (2) (3) | By James Douglas and Jean Douglas Irrevocable Descendants' Trust |

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) | 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Put Option (obligation to buy) | \$ 38 | 05/18/2012 | | X | 179 | 04/04/2012 05/19/2012 | Common Stock | 17,900 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|----------------|
| | Director | 10% Owner | Officer | Other |
| DOUGLAS KEVIN 125 E. SIR FRANCIS DRAKE BLVD., STE 400 LARKSPUR, CA 94939 | | X | | 13(d)(3) group |
| DOUGLAS FAMILY TRUST 125 E. SIR FRANCIS DRAKE BLVD., STE 400 LARKSPUR, CA 94939 | | X | | 13(d)(3) group |
| JAMES & JEAN DOUGLAS IRREVOCABLE DESCENDANTS TRUST 125 E. SIR FRANCIS DRAKE BLVD., STE 400 LARKSPUR, CA 94939 | | X | | 13(d)(3) group |
| DOUGLAS JAMES E III 125 E. SIR FRANCIS DRAKE BLVD., STE 400 LARKSPUR, CA 94939 | | X | | 13(d)(3) group |
| KGD 2010 Annuity Trust V 125 E. SIR FRANCIS DRAKE BLVD., STE 400 LARKSPUR, CA 94939 | | X | | 13(d)(3) group |
| MMD 2010 Annuity Trust V 125 E. SIR FRANCIS DRAKE BLVD., STE 400 | | X | | 13(d)(3) group |

LARKSPUR, CA 94939

Signatures

| | |
|---|------------|
| /s/ Eileen Wheatman, attorney in fact for Kevin Douglas | 06/12/2012 |
| __Signature of Reporting Person | Date |
| /s/ Eileen Wheatman, attorney in fact for Douglas Family Trust | 06/12/2012 |
| __Signature of Reporting Person | Date |
| /s/ Eileen Wheatman, attorney in fact for James Douglas and Jean Douglas Irrevocable Descendants? Trust | 06/12/2012 |
| __Signature of Reporting Person | Date |
| /s/ Eileen Wheatman, attorney in fact for James E. Douglas III | 06/12/2012 |
| __Signature of Reporting Person | Date |
| /s/ Eileen Wheatman, attorney in fact for KGD 2010 Annuity Trust V | 06/12/2012 |
| __Signature of Reporting Person | Date |
| /s/ Eileen Wheatman, attorney in fact for MMD 2010 Annuity Trust V | 06/12/2012 |
| __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).

Each of the reporting persons hereunder (individually, a "Reporting Person" and collectively the "Reporting Persons") may be deemed a member of a "group" within the meaning of Section 13(d)(3) of the Securities and Exchange Act of 1934, as amended (the "Exchange Act") or Rule 13d-5 promulgated under the Exchange Act, with one or more of the other Reporting Persons. Although the Reporting Persons are reporting such securities as if they were members of a "group", the filing of this Form 4 shall not be deemed an admission by any Reporting Person that such Reporting Person is a beneficial owner of any securities other than those directly held by such Reporting Person.

(1) These shares are held directly by the James Douglas and Jean Douglas Irrevocable Descendants' Trust and indirectly by Kevin Douglas.
 (2) Kevin Douglas and Michelle Douglas, husband and wife, are each a co-trustee of the James Douglas and Jean Douglas Irrevocable Descendants' Trust.

Amended to correct the number of shares purchased by the James Douglas and Jean Douglas Irrevocable Descendants' Trust on May 18, 2012 pursuant to the exercise of a put option from 17,800 to 17,900 and to correspondingly increase the number of shares held following such purchase.
 (3)

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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