

CLEAN DIESEL TECHNOLOGIES INC
 Form 4
 May 21, 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 *
 Beale Matthew

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)
 C/O CLEAN DIESEL TECHNOLOGIES, INC., 1621 FISKE PLACE

3. Date of Earliest Transaction (Month/Day/Year)
 05/19/2015

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

(Street)
 OXNARD, CA 93033

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

(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		
			Code	V	Amount		
Common Stock	05/19/2015		M		9,613	D	
					\$ 0 (1)		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Share Units	(2)	05/19/2015		M		9,613	(3) (3)	Common Stock	9,613
Restricted Share Units	(2)	05/20/2015		A		15,075	(4) (4)	Common Stock	15,075

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Beale Matthew
 C/O CLEAN DIESEL TECHNOLOGIES, INC.
 1621 FISKE PLACE
 OXNARD, CA 93033

X

Signatures

/s/Kristi Cushing for Matthew
 Beale

05/21/2015

__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 September 4, 2014 pursuant to the Clean Diesel Technologies, Inc. (CDTI) Stock Incentive Plan.

(2) Each Restricted Share Unit (RSU) represents a contingent right to receive one share of Issuer's common stock.

RSU vests as to 100% on the earlier of 1) May 21, 2015, or 2) immediately prior to the commencement of the Issuer's 2015 annual meeting of stockholders, in each case as long as the reporting person has continuously remained a director of, or consultant to, the Issuer through such date. Issuance to occur as soon as practicable following the date of vesting and subject to compliance with Issuer's Insider Trading Policy, but in all cases within two and one-half months following the end of the Issuer's tax year that includes the date such RSUs vest.

(3) RSU vests as to 50% on November 20, 2015 and 50% on the earlier of 1) May 20, 2016, or 2) immediately prior to the commencement of the Issuer's 2016 annual meeting of stockholders, in each case as long as the reporting person has continuously remained a director of, or consultant to, the Issuer through such date. Issuance to occur as soon as practicable following the date of vesting and subject to compliance with Issuer's Insider Trading Policy, but in all cases within two and one-half months following the end of the Issuer's tax year that includes the date such RSUs vest.

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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