

CLEAN DIESEL TECHNOLOGIES INC

Form 4

December 22, 2015

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Harris Christopher Jay

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 \_\_\_\_X\_\_\_\_ Other (specify  
below) below)  
Former President & COO

OXNARD, CA 93033

4. If Amendment, Date Original  
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)

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	12/18/2015		M		6,374 (1)	A \$ 0 29,306	D
Common Stock	12/18/2015		M		9,221 (1)	A \$ 0 38,527	D

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

**Persons who respond to the collection of  
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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)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Share Units	(2)	12/18/2015		M	6,374	(3) (3)	Common Stock	6,374
Restricted Share Units	(2)	12/18/2015		M	9,221	(4) (4)	Common Stock	9,221

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Harris Christopher Jay 1621 FISKE PLACE OXNARD, CA 93033	Former President & COO

## 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).

Shares of Common Stock acquired upon settlement of Restricted Share Units (RSUs) granted on March 20, 2013 and March 13, 2014, pursuant to the Clean Diesel Technologies, Inc. (CDTI) Stock Incentive Plan and accelerated on December 11, 2015 pursuant to a Separation Agreement and Release, the settlement of which was delayed until December 18, 2015.

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

RSUs vest as to 1/3 on each the first, second and third anniversaries of the grant date. Issuance will occur on vest date subject to compliance with Issuer's Insider Trading Policy and all applicable requirements of federal, state or foreign law with respect to such securities. RSUs that have not vested at the time of the reporting person's termination of service, for any or no reason other than death, will be forfeited.

(4) RSUs vest as to 4,610 shares on March 20, 2015; 4,611 shares on March 20, 2016; and 4,610 shares on March 20, 2017. 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

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two and one-half months following the end of the Issuer's tax year that includes the date such RSUs vest. RSUs that have not vested at the time of the reporting person's termination of service, for any or no reason other than death or change in control, will be forfeited.

### 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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