

ARNONE VINCENT J

Form 4/A

April 12, 2013

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

OMB APPROVAL

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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 *
ARNONE VINCENT J

(Last) (First) (Middle)

27601 BELLA VISTA PARKWAY

(Street)

WARRENVILLE, IL 60555

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
FUEL TECH, INC. [FTEK]

3. Date of Earliest Transaction
(Month/Day/Year)
03/15/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)
03/22/2013

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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	(D)	Price

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Pri Deriv Secur
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 3, 4, and 5)									
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title		Amount or Number of Shares			
Restricted Stock Units	(1)	03/15/2013	A		7,920 (2)		(3)	(3)	Common Stock		7,920 (2)		\$	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ARNONE VINCENT J 27601 BELLA VISTA PARKWAY WARRENVILLE, IL 60555			Executive Vice President	

Signatures

Vincent J.
Arnone

04/12/2013

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) Each Restricted Stock Unit represents a contingent right to receive one stock of FTEK Common Stock.

(2) The Form 4, as originally filed, incorrectly reported the number of RSUs granted. The Form 4, as amended by this Form 4/A, correctly reports such information.

(3) The Restricted Stock Units vest in three installments: (i) one-third of the total RSUs awarded shall vest thirteen (13) months after the transaction date shown above, (ii) one-third shall vest on the second anniversary of the transaction date shown above, and (iii) the remaining one-third shall vest on the third anniversary of the transaction date shown above. Subject to the restrictions on distribution set forth in the registrant's 2012 Executive Performance RSU Award Agreement, generally, shares will be delivered to the reporting person in respect of vested RSUs as soon as practicable after each vesting date, unless the reporting person has elected to defer distribution until a later date.

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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