

CLEAN DIESEL TECHNOLOGIES INC

Form 5

February 14, 2017

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549Check this box if
no longer subject
to Section 16.Form 4 or Form
5 obligations
may continue.See Instruction
1(b).Form 3 Holdings
Reported
Form 4
Transactions
Reported**ANNUAL 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: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
Golden Stephen John

(Last) (First) (Middle)

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

(Street)

OXNARD, CA 93033

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
CLEAN DIESEL TECHNOLOGIES
INC [CDTI]3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20164. If Amendment, Date Original
Filed (Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chief Technology Officer6. Individual or Joint/Group Reporting
(check applicable line)☒ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	12/22/2016	Â	M4	1,700 A (A) or (D) Price	\$ 0 (1)	9,845 D	Â
Common Stock	12/22/2016	Â	M4	1,106 A (A) or (D) Price	\$ 0 (2)	10,951 D	Â

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 2270
(9-02)

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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. Title and Amount of Underlying Securities (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Share Units	Â	12/22/2016	Â	M4	Â 1,700	Â (4) Â (4)	Common Stock	1,700
Restricted Share Units	Â	12/22/2016	Â	M4	Â 1,106	Â (5) Â (5)	Common Stock	1,106

Reporting Owners

Reporting Owner Name / Address	Director	10% Owner	Officer	Other
Golden Stephen John C/O CLEAN DIESEL TECHNOLOGIES, INC. 1621 FISKE PLACE OXNARD, CA 93033	Â	Â	Â Chief Technology Officer	Â

Signatures

/Tracy A. Kern,
Attorney-In-Fact 02/14/2017

**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 RSUs granted March 20, 2013 pursuant to the CDTI Stock Incentive Plan.

(2) Shares of Common Stock acquired upon settlement of RSUs granted March 13, 2014 pursuant to the CDTI Stock Incentive Plan.

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

(4) RSU vests as to 1/3 on each of March 20, 2014, March 20, 2015 and March 20, 2016. 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. RSUs that have not vested at the time of the reporting person's termination, for any or no reason other than death, will be forfeited.

(5) RSU vests as to 1/3 on each of March 20, 2015, March 20, 2016 and 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 two and one-half months

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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, for any or no reason other than death, will be forfeited.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.