#### Edgar Filing: CLEAN DIESEL TECHNOLOGIES INC - Form 4

CLEAN DIESE Form 4 July 03, 2012	EL TECHNOI	LOGIES IN	NC								
FORM	UNITED	SECURITIES AND EXCHANGE CO Washington, D.C. 20549					OMMISSION		APPROVAL 3235-0287		
Check this b if no longer subject to Section 16. Form 4 or Form 5 obligations may continu <i>See</i> Instructi 1(b).	<b>STATE</b> Filed pu e. Section 17	rsuant to S (a) of the F	IENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES suant to Section 16(a) of the Securities Exchange Act of 1934, a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940							January 31, 2005 average ours per 0.5	
(Print or Type Res	ponses)										
1. Name and Address of Reporting Person <u>*</u> MARXE AUSTIN W & GREENHOUSE DAVID M			2. Issuer Name <b>and</b> 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 SPECIAL SITUATIONS FUNDS, 527 MADISON AVENUE, SUITE 2600			3. Date of Earliest Transaction (Month/Day/Year) 06/29/2012					Director    X_ 10% Owner       Officer (give title below)    Other (specify below)			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)					<ol> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ol>			
NEW YORK,	NY 10022							Form filed by M Person			
(City)	(State)	(Zip)	Ta	ble I - Non	-Derivative	Secur	ities Acq	uired, Disposed of	, or Benefici	ally Owned	
	'ransaction Date onth/Day/Year)	2A. Deemed Execution E any (Month/Day	Date, if	3. Transactic Code (Instr. 8) Code V	4. Securitie or Disposed (Instr. 3, 4) Amount	d of (E	))	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)	
Common 06/ Stock	29/2012			S	260,000 (2)	D	\$ 2.0359 (1)	689,814 <u>(2)</u>	I <u>(2)</u>	By Limited Partnerships $(2)$	

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

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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)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	Date	Amou Unde Secur	le and unt of rlying tities (. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address		Relationships						
	Director	10% Owner	Officer	Other				
MARXE AUSTIN W & GREENHOUSE DAVID M C/O SPECIAL SITUATIONS FUNDS 527 MADISON AVENUE, SUITE 2600 NEW YORK, NY 10022			Х					
Signatures	6							
Austin W.								
Marxe	07/03/2012							
**Signature of	Date							

David 07/03/2012 M.Greenhouse \*\*Signature of

Reporting Person

Reporting Person

# **Explanation of Responses:**

If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

Date

- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This is a weighed average price.

This is a joint filing by Austin W. Marxe (Marxe) and David M. Greenhouse (Greenhouse). They share voting and investment control over all securities owned by Special Situations Fund III QP, L.P. (QP), Special Situations Cayman Fund, L.P. (Cayman), Special Situations Private Equity Fund, L.P. (PE), Special Situations Technology Fund, LP. (TN) and Special Situations Technology Fund II, L.P.

(2) (T2). 333,397 shares of Common Stock are held by QP, 113,685 shares of Common Stock are held by Cayman, 44,782 shares of Common Stock are held by PE, 27,583 shares of Common Stock are held by TN and 170,367 shares of Common Stock are held by T2. The interest of Marxe and Greenhouse in the shares of Common Stock owned by QP, Cayman, PE, TN and T2 is limited to the extent of his pecuniary interest.

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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