CLEAN DIESEL TECHNOLOGIES INC

Reported by

GRINNELL CHARLES W

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 12/21/05 for the Period Ending 12/20/05

Address	300 ATLANTIC ST STE 702 STAMFORD, CT 06901
Telephone	2033277050
CIK	0000949428
Symbol	CDTI
SIC Code	2810 - Industrial Inorganic Chemicals
Industry	Chemical Manufacturing
Sector	Technology
Fiscal Year	12/31

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FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
GRINNELL CHARLES W	**CLEAN DIESEL TECHNOLOGIES INC [CDTI]**	__ **X** __ Director _____ 10% Owner
(Last) (First) (Middle) **300 ATLANTIC STREET**	3. Date of Earliest Transaction (MM/DD/YYYY) **12/20/2005**	__ **X** __ Officer (give title below) _____ Other (specify below) **Vice President**
(Street) **STAMFORD, CT 06901** (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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								**29408**	**D**	

Table II - Derivative Securities Beneficially Owned (*e.g.* , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option	**$3.07**							**12/2/2003**	**12/2/2013**	**Common**	**20000**		**20000**	**D**	
Stock Option	**$1.75**							**6/11/2003**	**6/11/2013**	**Common**	**40000**		**40000**	**D**	
Stock Option	**$2.9**							**3/13/2002**	**3/13/2012**	**Common**	**50000**		**50000**	**D**	
Stock Option	**$1.965**							**3/14/2001**	**3/14/2011**	**Common**	**20000**		**20000**	**D**	
Stock Option	**$2.5**							**2/10/2000**	**2/10/2010**	**Common**	**20000**		**20000**	**D**	
Stock Option	**$.9**							**6/14/1999**	**6/14/2009**	**Common**	**20000**		**20000**	**D**	
Stock Option	**$2.00**							**6/5/1998**	**6/5/2008**	**Common**	**7500**		**7500**	**D**	
Stock Option	**$4.625**							**2/6/1997**	**2/6/2007**	**Common**	**10000**		**10000**	**D**	
Stock Option	**$6.82**							**12/26/1995**	**12/26/2005**	**Common**	**5750**		**5750**	**D**	
Stock Option	**$1.94**							**12/9/2004**	**12/9/2014**	**Common**	**20000**		**20000**	**D**	

Table II - Derivative Securities Beneficially Owned (*e.g.* , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option	**$1.02**	**12/20/2005**		**A**		**30000**		**12/20/2005**	**12/20/2015**	**Common**	**30000**	**$0**	**30000**	**D**	

Explanation of Responses:

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRINNELL CHARLES W 300 ATLANTIC STREET STAMFORD, CT 06901	**X**		**Vice President**	

Signatures

Charles W. Grinnell — ** Signature of Reporting Person

12/21/2005 — Date

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

***** 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).

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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