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# FUELCELL ENERGY INC

Reported by

**GERSON JAMES D**

# FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 10/04/11 for the Period Ending 09/30/11

| | |
|---|---|
| Address | 3 GREAT PASTURE RD<br>DANBURY, CT 06813 |
| Telephone | 2038256000 |
| CIK | 0000886128 |
| Symbol | FCEL |
| SIC Code | 3690 - Miscellaneous Electrical Machinery, Equipment, |
| Industry | Semiconductors |
| Sector | Technology |
| Fiscal Year | 10/31 |

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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**

OMB APPROVAL
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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) |
|---|---|---|
| **GERSON JAMES D** | **FUELCELL ENERGY INC [ FCEL ]** | __ **X** __ Director _____ 10% Owner |
| (Last) (First) (Middle) **3 GREAT PASTURE ROAD** | 3. Date of Earliest Transaction (MM/DD/YYYY) **9/30/2011** | _____ Officer (give title below) _____ Other (specify below) |
| (Street) **DANBURY, CT 06813-1305** (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 Stock** | **9/30/2011** | | **P** | | **50000.0000** | **A** | **$0.8724** | **1025989.0000** | **D** | |
| **Common Stock** | | | | | | | | **241800.0000** | **I** | **See Footnote** (1) |

**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 | | | | |

**Explanation of Responses:**

**( 1)** Shares held by a private foundation, of which Mr. Gerson is Presidant and a Director. Mr. Gerson disclaims beneficial ownership of the securities held by the private foundation.

**Reporting Owners**

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| **GERSON JAMES D**<br>**3 GREAT PASTURE ROAD**<br>**DANBURY, CT 06813-1305** | **X** | | | |

**Signatures**

**Jacqueline Perez-Ares, Power of Attorney** **10/3/2011**

** Signature of Reporting Person

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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