

WESTPORT INNOVATIONS INC

Form 4

May 12, 2015

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

Check this box
if no longer
subject to
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DOUGLAS KEVIN

(Last) (First) (Middle)

125 E. SIR FRANCIS DRAKE
BLVD., STE 400

(Street)

LARKSPUR, CA 94939

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

WESTPORT INNOVATIONS INC
[WPRT]

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

05/08/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)
13(d)(3) group

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ 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)
Common Stock	05/08/2015		P	39,725 A	\$ 5.69	3,553,745	D (1) (2)
Common Stock	05/08/2015		P	32,773 A	\$ 5.69	3,478,179	I (2) (3)
Common Stock	05/08/2015		P	16,883 A	\$ 5.69	1,816,268	I (2) (4)

By James
Douglas and
Jean Douglas
Irrevocable
Descendants'
Trust

By Douglas
Family Trust

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Common Stock	05/08/2015	P	9,932	A	\$ 5.69	1,046,778	I (2) (3)	By James E. Douglas III
Common Stock	05/11/2015	P	60,275	A	\$ 6.02	3,614,020	D (1) (2)	
Common Stock	05/11/2015	P	49,727	A	\$ 6.02	3,527,906	I (2) (3)	By James Douglas and Jean Douglas Irrevocable Descendants' Trust
Common Stock	05/11/2015	P	25,617	A	\$ 6.02	1,841,885	I (2) (4)	By Douglas Family Trust
Common Stock	05/11/2015	P	15,068	A	\$ 6.02	1,061,846	I (2) (5)	By James E. Douglas III
Common Stock						52,902	I (2) (6)	By KGD 2012 Trust
Common Stock						52,902	I (2) (7)	By MMD 2012 Trust

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 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 (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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

DOUGLAS KEVIN
125 E. SIR FRANCIS DRAKE BLVD., STE 400
LARKSPUR, CA 94939

X

13(d)(3)
group

DOUGLAS FAMILY TRUST
125 E. SIR FRANCIS DRAKE BLVD., STE 400
LARKSPUR, CA 94939

X

13(d)(3)
group

JAMES & JEAN DOUGLAS IRREVOCABLE DESCENDANTS
TRUST
125 E. SIR FRANCIS DRAKE BLVD., STE 400
LARKSPUR, CA 94939

X

13(d)(3)
group

DOUGLAS JAMES E III
125 E. SIR FRANCIS DRAKE BLVD., STE 400
LARKSPUR, CA 94939

X

13(d)(3)
group

Signatures

/s/ Eileen Wheatman, attorney in fact for Kevin Douglas

05/12/2015

__Signature of Reporting Person

Date

/s/ Eileen Wheatman, attorney in fact for Douglas Family Trust

05/12/2015

__Signature of Reporting Person

Date

/s/ Eileen Wheatman, attorney in fact for James Douglas and Jean Douglas Irrevocable
Descendants' Trust

05/12/2015

__Signature of Reporting Person

Date

/s/ Eileen Wheatman, attorney in fact for James E. Douglas III

05/12/2015

__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) These shares are held directly and jointly by Kevin Douglas and his wife, Michelle Douglas.

Each of the reporting persons hereunder (individually, a "Reporting Person" and collectively the "Reporting Persons") may be deemed a member of a "group" within the meaning of Section 13(d)(3) of the Securities and Exchange Act of 1934, as amended (the "Exchange Act") or Rule 13d-5 promulgated under the Exchange Act, with one or more of the other Reporting Persons. Although the Reporting

(2) Persons are reporting such securities as if they were members of a "group", the filing of this Form 4 shall not be deemed an admission by any Reporting Person that such Reporting Person is a beneficial owner of any securities other than those directly held by such Reporting Person.

These shares are held directly by the James Douglas and Jean Douglas Irrevocable Descendants' Trust and indirectly by Kevin Douglas.

(3) Kevin Douglas and Michelle Douglas, husband and wife, are each a co-trustee of the James Douglas and Jean Douglas Irrevocable Descendants' Trust.

(4) These shares are held directly by the Douglas Family Trust and indirectly by Kevin Douglas. James E. Douglas, Jr. and Jean A. Douglas, husband and wife, are each a co-trustee of the Douglas Family Trust.

(5) These shares are held directly by James E. Douglas III and indirectly by Kevin Douglas.

(6) These shares are held by the KGD 2012 Trust, of which Kevin Douglas is the settlor and has the right to substitute property of equivalent value in return for the shares held by the KGD 2012 Trust, and indirectly by Kevin Douglas.

(7) These shares are held by the MMD 2012 Trust, of which Michelle Douglas is the settlor and has the right to substitute property of equivalent value in return for the shares held by the MMD 2012 Trust, and indirectly by Michelle Douglas and Kevin Douglas.

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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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