

GREENMAN TECHNOLOGIES INC

Form 4

December 21, 2006

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 *
DeBenedictis Nicholas J

2. Issuer Name and Ticker or Trading
Symbol
GREENMAN TECHNOLOGIES
INC [GMTI]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
12/18/2006

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

C/O GREENMAN
TECHNOLOGIES, INC., 12498
WYOMING AVE SO

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

SAVAGE, MN 55378

(City) (State) (Zip)

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/18/2006	12/18/2006	P		35,000	A	\$ 0.42	674,361	D	
Common Stock	12/18/2006	12/18/2006	P		5,000	A	\$ 0.48	679,361	D	
Common Stock	12/19/2006	12/19/2006	P		22,200	A	\$ 0.35	701,561	D	
Common Stock	12/20/2006	12/20/2006	P		2,800	A	\$ 0.35	704,361	D	

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

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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. P Deri Secr (Ins		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Common Stock Purchase Option	\$ 0.35	12/18/2006	12/18/2006	A		35,000		<u>(1)</u>	<u>(1)</u>	Common Stock	35,000	\$

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DeBenedictis Nicholas J
C/O GREENMAN TECHNOLOGIES, INC.
12498 WYOMING AVE SO
SAVAGE, MN 55378

X

Signatures

/s/ Charles E. Coppa, attorney
in fact 12/21/2006

__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) Options vest equally over a five year period from date of grant and have a ten year term from date of grant.

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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