

DOUGLAS KEVIN
Form 4
May 21, 2012

FORM 4

**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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
DOUGLAS KEVIN

2. Issuer Name and Ticker or Trading Symbol
WESTPORT INNOVATIONS INC
[WPRT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
125 E. SIR FRANCIS DRAKE
BLVD., STE 400

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/15/2012

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

LARKSPUR, CA 94939

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

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 05/15/2012 | | X | 15,000 A | \$ 38 3,083,315 | I (2) (3) | By James Douglas and Jean Douglas Irrevocable Descendants' Trust |
| Common Stock | 05/18/2012 | | X | 40,000 A | \$ 38 2,570,353 | D (1) (2) | |
| Common Stock | 05/18/2012 | | X | 17,800 A | \$ 38 3,101,115 | I (2) (3) | By James Douglas and Jean Douglas |

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| 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Common Stock | 05/18/2012 | | X | 17,000 | A | \$ 38 1,622,075 | I <u>(2)</u> <u>(4)</u> | Irrevocable Descendants' Trust By Douglas Family Trust |
| Common Stock | 05/18/2012 | | X | 10,000 | A | \$ 38 932,546 | I <u>(2)</u> <u>(5)</u> | By James E. Douglas III |
| Common Stock | | | | | | 601,839 | I <u>(2)</u> <u>(6)</u> | By KGD 2010 Annuity Trust V |
| Common Stock | | | | | | 601,839 | I <u>(2)</u> <u>(7)</u> | By MMD 2010 Annuity Trust V |

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.

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(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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Put Option (obligation to buy) | \$ 38 | 05/15/2012 | | X | 150 | 04/04/2012 05/19/2012 | Common Stock | 15,000 |
| Put Option (obligation to buy) | \$ 38 | 05/18/2012 | | X | 400 | 04/04/2012 05/19/2012 | Common Stock | 40,000 |
| Put Option (obligation to buy) | \$ 38 | 05/18/2012 | | X | 178 | 04/04/2012 05/19/2012 | Common Stock | 17,800 |

| | | | | | | | | |
|--------------------------------------|-------|------------|---|-----|------------|------------|-----------------|--------|
| Put Option (obligation to buy) | \$ 38 | 05/18/2012 | X | 170 | 04/04/2012 | 05/19/2012 | Common Stock | 17,000 |
| Put Option (obligation to buy) | \$ 38 | 05/18/2012 | X | 100 | 04/04/2012 | 05/19/2012 | Common Stock | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------------------|
| | 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 |
| KGD 2010 Annuity Trust V 125 E. SIR FRANCIS DRAKE BLVD., STE 400 LARKSPUR, CA 94939 | | X | | 13(d)(3) group |
| MMD 2010 Annuity Trust V 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 | 05/21/2012 |
| **Signature of Reporting Person | Date |
| /s/ Eileen Wheatman, attorney in fact for Douglas Family Trust | 05/21/2012 |
| **Signature of Reporting Person | Date |
| /s/ Eileen Wheatman, attorney in fact for James Douglas and Jean Douglas Irrevocable Descendants? Trust | 05/21/2012 |
| **Signature of Reporting Person | Date |
| /s/ Eileen Wheatman, attorney in fact for James E. Douglas III | 05/21/2012 |

