

DOUGLAS KEVIN
Form 4
May 21, 2012

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

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(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

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

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

(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
X Form filed by More than One Reporting
Person

LARKSPUR, CA 94939

(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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| | | | | | | | | |
|--------------|------------|---|--------|---|-------|-----------|-------------------------|---|
| 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.

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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) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | 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 |

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__Signature of Reporting Person

Date

/s/ Eileen Wheatman, attorney in fact for KGD 2010 Annuity Trust V

05/21/2012

__Signature of Reporting Person

Date

/s/ Eileen Wheatman, attorney in fact for MMD 2010 Annuity Trust V

05/21/2012

__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 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.
- (2) 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 directly by the KGD 2010 Annuity Trust V, a grantor-retained annuity trust of which Kevin Douglas is the sole trustee, and indirectly by Kevin Douglas.
- (7) These shares are held directly by the MMD 2010 Annuity Trust V, a grantor-retained annuity trust of which Michelle Douglas is the sole trustee, and indirectly by Michelle Douglas and Kevin Douglas.

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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