

DOUGLAS KEVIN
Form 4
April 23, 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)
04/19/2012

____ Director
____ Officer (give title below)
____ 10% Owner
____ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 04/19/2012 | | X | 18,500 A \$ 40 | 2,407,253 | D (1) (2) | |
| Common Stock | 04/20/2012 | | X | 5,800 A \$ 41 | 2,957,315 | I (2) (3) | By James Douglas and Jean Douglas Irrevocable Descendants' Trust |
| Common Stock | 04/21/2012 | | X | 61,600 A \$ 41 | 2,468,853 | D (1) (2) | |

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| | | | | | | | | |
|--------------|------------|---|--------|---|-------|-----------|-------------------------|--|
| Common Stock | 04/21/2012 | X | 44,900 | A | \$ 41 | 3,002,215 | I <u>(2)</u> <u>(3)</u> | By James Douglas and Jean Douglas Irrevocable Descendants' Trust |
| Common Stock | 04/21/2012 | X | 26,100 | A | \$ 41 | 1,571,075 | I <u>(2)</u> <u>(4)</u> | By Douglas Family Trust |
| Common Stock | 04/21/2012 | X | 15,400 | A | \$ 41 | 902,546 | I <u>(2)</u> <u>(5)</u> | By James E. Douglas III |
| Common Stock | 04/21/2012 | X | 61,500 | A | \$ 40 | 2,530,353 | D <u>(1)</u> <u>(2)</u> | |
| Common Stock | 04/21/2012 | X | 66,000 | A | \$ 40 | 3,068,215 | I <u>(2)</u> <u>(3)</u> | By James Douglas and Jean Douglas Irrevocable Descendants' Trust |
| Common Stock | 04/21/2012 | X | 34,000 | A | \$ 40 | 1,605,075 | I <u>(2)</u> <u>(4)</u> | By Douglas Family Trust |
| Common Stock | 04/21/2012 | X | 20,000 | A | \$ 40 | 922,546 | 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|

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| | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |
|--------------------------------------|-------|------------|------|---|---------------------|--------------------|------------|-------------------------------------|-----------------|--------|
| | | | Code | V | (A) | (D) | | | | |
| Put Option (obligation to buy) | \$ 40 | 04/19/2012 | X | | | 185 | 03/29/2012 | 04/20/2012 | Common Stock | 18,500 |
| Put Option (obligation to buy) | \$ 41 | 04/20/2012 | X | | | 58 | 03/28/2012 | 04/20/2012 | Common Stock | 5,800 |
| Put Option (obligation to buy) | \$ 41 | 04/21/2012 | X | | | 616 | 03/28/2012 | 04/20/2012 | Common Stock | 61,600 |
| Put Option (obligation to buy) | \$ 41 | 04/21/2012 | X | | | 449 | 03/28/2012 | 04/20/2012 | Common Stock | 44,900 |
| Put Option (obligation to buy) | \$ 41 | 04/21/2012 | X | | | 261 | 03/28/2012 | 04/20/2012 | Common Stock | 26,100 |
| Put Option (obligation to buy) | \$ 41 | 04/21/2012 | X | | | 154 | 03/28/2012 | 04/20/2012 | Common Stock | 15,400 |
| Put Option (obligation to buy) | \$ 40 | 04/21/2012 | X | | | 615 | 03/29/2012 | 04/20/2012 | Common Stock | 61,500 |
| Put Option (obligation to buy) | \$ 40 | 04/21/2012 | X | | | 660 | 03/29/2012 | 04/20/2012 | Common Stock | 66,000 |
| Put Option (obligation to buy) | \$ 40 | 04/21/2012 | X | | | 340 | 03/29/2012 | 04/20/2012 | Common Stock | 34,000 |
| Put Option (obligation to buy) | \$ 40 | 04/21/2012 | X | | | 200 | 03/29/2012 | 04/20/2012 | Common Stock | 20,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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- 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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