

DOUGLAS KEVIN
Form 4
April 23, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(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)

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

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

125 E. SIR FRANCIS DRAKE
BLVD., STE 400

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

(Street)

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (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

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/ Tim McGaw, attorney in fact for Kevin Douglas	04/23/2012
**Signature of Reporting Person	Date
/s/ Tim McGaw, attorney in fact for Douglas Family Trust	04/23/2012
**Signature of Reporting Person	Date
/s/ Tim McGaw, attorney in fact for James Douglas and Jean Douglas Irrevocable Descendants? Trust	04/23/2012
**Signature of Reporting Person	Date
/s/ Tim McGaw, attorney in fact for James E. Douglas III	04/23/2012
**Signature of Reporting Person	Date
/s/ Tim McGaw, attorney in fact for KGD 2010 Annuity Trust V	04/23/2012
**Signature of Reporting Person	Date
/s/ Tim McGaw, attorney in fact for MMD 2010 Annuity Trust V	04/23/2012
**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

(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.

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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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