

FUEL TECH, INC.

Form 4

May 29, 2007

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 *
BAILEY DOUGLAS G

(Last) (First) (Middle)

**C/O FUEL TECH, 695 E. MAIN
STREET**

(Street)

STAMFORD, CT 06901

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
FUEL TECH, INC. [FTEK]

3. Date of Earliest Transaction
(Month/Day/Year)
05/24/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Deputy Chairman

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

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 Indirect Beneficial Ownership (Instr. 4)	
Common Stock	05/24/2007		G	40,000	D	26.295	192,792	D
						(1)		

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

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information contained in this form are not
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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)**

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Warrant	\$ 1.75							04/30/1998	04/30/2008	Common	1,250,000
Common Option	\$ 1.531							07/17/1998	07/17/2008	Common	10,000
Common Option	\$ 2.125							06/28/1999	06/28/2009	Common	10,000
Common Option	\$ 2.344							06/26/2000	06/26/2010	Common	10,000
Common Option	\$ 3.595							06/13/2001	06/13/2011	Common	10,000
Common Option	\$ 6.265							06/16/2002	06/16/2012	Common	10,000
Common Option	\$ 4.195							05/29/2003	05/29/2013	Common	10,000
Common Option	\$ 3.8							12/09/2005	12/09/2013	Common	40,000
Common Option	\$ 4.68							12/07/2006	12/07/2014	Common	15,000
Common Option	\$ 8.46							12/06/2007	12/06/2015	Common	12,500
Common Option	\$ 25.49							12/07/2008	12/07/2016	Common	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAILEY DOUGLAS G C/O FUEL TECH 695 E. MAIN STREET STAMFORD, CT 06901	X		Deputy Chairman	

Signatures

Douglas G.
Bailey

05/29/2007

__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) gift of appreciated securities to educational institution

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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