Ludemann Bruce A Form 4/A June 02, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

January 31, 2005

0.5

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Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

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

1(b).

Stock

(Print or Type Responses)

1. Name and A Ludemann E	Symbol	2. Issuer Name and Ticker or Trading Symbol FUELCELL ENERGY INC [FCEL]				5. Relationship of Reporting Person(s) to Issuer					
						(Check all applicable)					
(Last)	(First) (M		3. Date of Earliest Transaction								
3 GREAT P.		(Month/Day/Year) 03/26/2009				Director 10% Owner X Officer (give title Other (specify below)					
	4. If Ame	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
		`	Filed(Month/Day/Year) 03/31/2009					Applicable Line) _X_ Form filed by One Reporting Person			
DANBURY	, CT 06813						Form filed by Person	More than One Re	eporting		
(City)	(State)	(Zip) Tabl	e I - Non-D	erivative S	ecurit	ies Acc	quired, Disposed o	of, or Beneficial	lly Owned		
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired		quired	5. Amount of	6. Ownership	7. Nature of		
` ,		Execution Date, if	· · · · · · · · · · · · · · · · · · ·		posed	of	Securities Beneficially	(D) or Benef	Indirect		
(Instr. 3)		any	Code	(D)					Beneficial		
		(Month/Day/Year)	(Instr. 8) (Instr. 3, 4 and 5)			Owned Indirect (I) Owners Following (Instr. 4) (Instr. 4)					
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(msu. 4)	(IIIsu: 4)		
Common	03/26/2009(1)		Α	70 000	Α	\$ 0	92.518	D			

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Date		Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired			·			Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3, 4, and 5)						`
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Ludemann Bruce A 3 GREAT PASTURE ROAD DANBURY, CT 06813

Sr. VP, Sales and Marketing

Signatures

Jacqueline Perez-Ares, as attorney-in-fact 06/02/2009

**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).

This report on Form 4 amends the Original Form 4 (the "Original Filing") that was filed on 3/31/09. The Original Filing mistakenly reported that the grant to the Reporting Person was in the form of Restricted Stock Units. This amended Form 4 Report corrects that information to reflect that such grant was of Restricted Stock, not Restricted Stock Units. All other information concerning the grant remains the same, including the number of underlying shares and the vesting schedule.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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