

CAPSTONE TURBINE CORP

Form 4

August 14, 2006

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
TUCKER JOHN R

2. Issuer Name **and** Ticker or Trading
Symbol
CAPSTONE TURBINE CORP
[cpst]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

21211 NORDHOFF STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/01/2006

____ Director ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)

Former President & CEO

CHATSWORTH, CA 91311

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ 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)
Common Stock	08/01/2006	08/01/2006	D	(A) or (D) Amount (1) 125,000	Price \$ 0.001	375,000	D

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
required to respond unless the form
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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 Underlying S (Instr. 3 and
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right-to-Buy)	\$ 2.63	08/01/2006	08/01/2006	D	300,000 (1)	06/12/2004	06/12/2016	Common Stock
Employee Stock Option (Right-to-Buy)	\$ 1.18	08/01/2006	08/01/2006	D	500,000 (1)	08/01/2004	08/01/2013	Common Stock
Employee Stock Option (Right to Buy)	\$ 2.58	08/01/2006	08/01/2006	D	200,000 (1)	07/01/2006(2)	06/22/2016	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
TUCKER JOHN R 21211 NORDHOFF STREET CHATSWORTH, CA 91311	Former President & CEO

Signatures

John Tucker 08/14/2006

__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) The restricted stock and options were cancelled in connection with Mr. Tucker's resignation as President, Chief Executive Officer and Director of the Company as partial consideration for the Consulting Agreement between Mr. Tucker and the Company.

(2) 4,167 shares vested on this date. The remaining shares would have vested over a period of 47 months.

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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