### Edgar Filing: FUEL TECH, INC. - Form 4

FUEL TEC	H, INC.											
May 26, 20	10											
									OMB APPROVAL			
Washington, D.C. 20549									OMB Number:	3235-0287		
Check the check	nger	ICES IN	DENIEPICI	Г <b>АТ</b> 4	OWN	ERSHIP OF	Expires:	January 31, 2005				
subject Section Form 4	16.	ILNI U	гспар	SECUE			LASHIF OF	Estimated a burden hou response	~			
Form 5 obligations may continue. See Instruction 1(b). 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 BAILEY R		l Ticker or Tra	ding		5. Relationship of Reporting Person(s) to Issuer							
				of Earliest T				(Check all applicable)				
				Day/Year)			_	_X_ Director 10% Owner _X Officer (give title Other (specify below) below) Emeritus Chairman				
	endment, Da nth/Day/Yea	ate Original r)		1	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person							
STAMFOR	RD, CT 06902						Ī	Form filed by Me Person	ore than One Re	porting		
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative Sec	uritie	s Acqui	ired, Disposed of,	or Beneficial	ly Owned		
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date any (Month/Day/Year)				Code	4. Securities a poor Disposed of (Instr. 3, 4 an	of $(\hat{D})$	red (A)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount		Price	(Instr. 3 and 4)		C		
Common Stock	05/24/2010			J <u>(1)</u>	497,444	А	\$0	0	Ι	See footnote $(1)$		
Common Stock	05/24/2010			G <u>(2)</u>	1,000,000	D	\$0	1,000,000	I	See footnote (2)		
Common Stock								3,562,400 <u>(3)</u>	I	See footnote $(3)$		
Common Stock								125,980	Ι	Owned jointly		

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Common Stock							50,00	0 I		Ow	h ouse vned by ouse	
Reminder: R	Report on a sep	varate line for	each cla	ss of securities ben	Perso inform requir	ns who re ation con ed to resp ys a curre	or indirectly. spond to th tained in th ond unless ntly valid O	is form are the form	e not	SEC 14 (9-0		
		Table II		ative Securities Ac outs, calls, warran				Owned				
1. Title of Derivative Security (Instr. 3)	ative Conversion (Month/Day ity or Exercise		action Date 3A. Deemed Day/Year) Execution Date, if any (Month/Day/Year)		Code	TransactionNumber					8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Repo	rting O	wners										
Reporting	Owner Name		Director		ationships Officer		Other					
BAILEY RALPH E 120 LONG RIDGE ROAD STAMFORD, CT 06902			X		Emeritus	Chairman						
Signa	tures											

## Signatures

Ralph E. Bailey05/26/2010\*\*\*Signature of<br/>Reporting PersonDate

# **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) This transation represents the substitution by the reporting person of a promissory note for the shares held by the reporting person's grantor retained annuity trust (the "2009 GRAT").

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- (2) These shares were transferred to a grantor retained annuity trust ("2010 GRAT").
- (3) Held 100% by a family limited liability company the interests in which Company are owned 50% by the reporting person and 50% by the spouse of the reporting person. The reporting person holds 100% of the voting power over these Fuel Tech shares.

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.