

WANG XUDONG  
Form 3  
February 16, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 \*

WANG XUDONG  
(Last) (First) (Middle)

C/O SMARTHEAT INC., A-1,  
10, STREET 7,, SHENYANG  
ECON & TECH  
DEVELOPMENT ZONE  
(Street)

SHENYANG, F4 110027  
(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)  
02/01/2010

3. Issuer Name and Ticker or Trading Symbol  
SMARTHEAT INC. [HEAT]

4. Relationship of Reporting  
Person(s) to Issuer

(Check all applicable)

Director 10% Owner  
 Officer Other  
(give title below) (specify below)  
VP of Strategy and Development

5. 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

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.001 per share	0	D	

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

SEC 1473 (7-02)

**Persons who respond to the collection of  
information contained in this form are not  
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Stock Option (Right to Buy) <sup>(1)</sup>	06/30/2011	06/30/2016	Common Stock, par value \$0.001	50,000	\$ 11.85	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WANG XUDONG C/O SMARTHEAT INC., A-1, 10, STREET 7, SHENYANG ECON & TECH DEVELOPMENT ZONE SHENYANG,Â F4Â 110027	Â	Â	Â VP of Strategy and Development	Â

## Signatures

/s/ Robert Newman, Attorney in fact for Xudong Wang, under Power of Attorney filed herewith

02/08/2010

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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 option was granted to the reporting person on February 1, 2010 and vests over a 2 year period, with 25,000 vesting on June 30, 2011 and the remaining 25,000 vesting on June 29, 2012. The option is exercisable for five years from the vesting date.

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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