

FUEL TECH, INC.
Form SC 13G
May 01, 2008

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. __)*
Fuel Tech, Inc.

(Name of Issuer)
Common Stock

(Title of Class of Securities)
359523107

(CUSIP Number of Class of Securities)
Jim Black
Orrick, Herrington & Sutcliffe LLP
405 Howard Street
San Francisco, CA 94105
(415) 773-5840

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)
April 23, 2008

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
- ☐ Rule 13d-1(c)
- ☐ Rule 13d-1(d)

(Continued on following pages)
(Page 1 of 10 Pages)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13G

CUSIP No. 359523107

NAMES OF REPORTING PERSONS

1 I.R.S. Identification Nos. of above persons (entities only)
Kevin Douglas

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a) ☐
(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 United States

SOLE VOTING POWER

5

NUMBER OF -0-

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **6** 877,800 (1)

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON **7** -0-

SHARED DISPOSITIVE POWER

WITH **8** 1,254,000 (2)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,254,000

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

5.59%(3)

TYPE OF REPORTING PERSON

12

IN

- (1) Kevin Douglas and his wife, Michelle Douglas, hold 539,221 shares jointly as the beneficiaries and co-trustees of the Kevin and Michelle Douglas Trust. In addition, Kevin Douglas and Michelle Douglas are co-trustees of the James Douglas and Jean Douglas Irrevocable Descendants Trust, which holds 338,579 shares. Pursuant to Rule 13d-4 of the Securities Exchange Act of 1934, Kevin Douglas disclaims ownership of

these shares
except to the
extent of his
pecuniary
interest therein.

- (2) Kevin Douglas has dispositive power with respect to 125,400 shares held by James E. Douglas, III and 250,800 shares held by the Douglas Family Trust, in addition to the shares held by the Kevin and Michelle Douglas Trust and by the James Douglas and Jean Douglas Irrevocable Descendants Trust. Pursuant to Rule 13d-4 of the Securities Exchange Act of 1934, Kevin Douglas disclaims ownership of these shares except to the extent of his pecuniary interest therein.

- (3) Based on 22,415,064 shares of the Issuer's Common Stock outstanding as of February 4, 2008, as reported in its

report on Form
10-K for the
fiscal year
ended
December 31,
2007.

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SCHEDULE 13G

CUSIP No. 359523107

NAMES OF REPORTING PERSONS

1 I.R.S. Identification Nos. of above persons (entities only)
Michelle Douglas

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a) ☐
(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States

SOLE VOTING POWER

5

NUMBER OF -0-

SHARED VOTING POWER

SHARES
BENEFICIALLY **6**
OWNED BY 877,800 (1)

SOLE DISPOSITIVE POWER

EACH
REPORTING **7**
PERSON -0-

SHARED DISPOSITIVE POWER

WITH **8**
877,800 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

877,800

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

3.92%(2)

TYPE OF REPORTING PERSON

12

IN

- (1) Michelle Douglas and her husband, Kevin Douglas, hold 539,221 shares jointly as the beneficiaries and co-trustees of the Kevin and Michelle Douglas Trust. In addition, Michelle Douglas and Kevin Douglas are co-trustees of the James Douglas and Jean Douglas Irrevocable Descendants Trust, which holds 338,579 shares. Pursuant to Rule 13d-4 of the Securities Exchange Act of 1934, Michelle Douglas disclaims

ownership of
these shares
except to the
extent of her
pecuniary
interest therein.

- (2) Based on
22,415,064
shares of the
Issuer's
Common Stock
outstanding as
of January 31,
2008, as
reported in its
report on Form
10-K for the
fiscal year
ended
December 31,
2007.

SCHEDULE 13G

CUSIP No. 359523107

NAMES OF REPORTING PERSONS

1 I.R.S. Identification Nos. of above persons (entities only)
James E. Douglas, III

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a) ☐
(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 United States

SOLE VOTING POWER

5

NUMBER OF 125,400

SHARED VOTING POWER

SHARES
BENEFICIALLY **6**
OWNED BY

-0-

SOLE DISPOSITIVE POWER

EACH
REPORTING **7**
PERSON

-0-

SHARED DISPOSITIVE POWER

WITH **8**

125,400 (1)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

125,400

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.56%(2)

TYPE OF REPORTING PERSON

12

IN

(1) Kevin Douglas
has dispositive
power with
respect to
125,400 shares
held by James
E. Douglas, III.

(2) Based on
22,415,064
shares of the
Issuer's
Common Stock
outstanding as
of January 31,
2008, as
reported in its
report on Form
10-K for the
fiscal year
ended
December 31,
2007.

SCHEDULE 13G

CUSIP No. 359523107

NAMES OF REPORTING PERSONS

1 I.R.S. Identification Nos. of above persons (entities only)
Douglas Family Trust (1)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a) ☐
(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 California

SOLE VOTING POWER

5

NUMBER OF 250,800

SHARED VOTING POWER

SHARES
BENEFICIALLY **6**
OWNED BY

-0-

SOLE DISPOSITIVE POWER

EACH
REPORTING **7**
PERSON

-0-

SHARED DISPOSITIVE POWER

WITH **8**

250,800 (2)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

250,800

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

1.12%(2)

TYPE OF REPORTING PERSON

12

OO

(1) James E.
Douglas, Jr. and
Jean A.
Douglas,
husband and
wife, are
co-trustees.

(2) Kevin Douglas
has dispositive
power with
respect to
250,800 shares
held by the
Douglas Family
Trust.

(3) Based on
22,415,064
shares of the
Issuer's
Common Stock
outstanding as
of January 31,
2008, as
reported in its
report on Form
10-K for the
fiscal year
ended
December 31,

2007.

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SCHEDULE 13G

CUSIP No. 359523107

NAMES OF REPORTING PERSONS

1 I.R.S. Identification Nos. of above persons (entities only)
James Douglas and Jean Douglas Irrevocable Descendants Trust (1)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a) ☐ o
(b) ☐ p

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
California

5 SOLE VOTING POWER
NUMBER OF 338,579

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY -0-

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 338,579

8 SHARED DISPOSITIVE POWER
WITH -0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

338,579

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

1.51%(2)

TYPE OF REPORTING PERSON

12

OO

- (1) Kevin Douglas and Michelle Douglas, husband and wife, are co-trustees.
- (2) Based on 22,415,064 shares of the Issuer's Common Stock outstanding as of January 31, 2008, as reported in its report on Form 10-K for the fiscal year ended December 31, 2007.

Item 1.

- (a) Name of Issuer:
Fuel Tech, Inc.
- (b) Address of Issuer's Principal Executive Offices:
512 Kingsland Drive
Batavia, Illinois 60510

Item 2.

- (1)(a) NAME OF PERSONS FILING:
Kevin Douglas
Michelle Douglas
James E. Douglas, III
- (b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:
125 E. Sir Francis Drake Blvd., Ste 400
Larkspur, CA 94939
- (c) CITIZENSHIP:
United States
- (d) TITLE OF CLASS OF SECURITIES:
Common Stock
- (e) CUSIP NUMBER:
359523107
- (2)(a) NAME OF PERSONS FILING:
Douglas Family Trust
James Douglas and Jean Douglas Irrevocable Descendants Trust
- (b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:
125 E. Sir Francis Drake Blvd., Ste 400
Larkspur, CA 94939
- (c) CITIZENSHIP:
California
- (d) TITLE OF CLASS OF SECURITIES:
Common Stock
- (e) CUSIP NUMBER:
359523107

Item 3. If this statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

- (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8)
- (e) ☐ An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with §240.13d- 1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with §240.13d- 1(b)(1)(ii)(G);
- (h) ☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a- 3);
- (j) ☐ Group, in accordance with §240.13d-1(b)(1)(ii)(J)

Not Applicable.

Item 4. Ownership

Reference is made to Rows 5-9 and 11 of each of the cover pages of this Schedule 13G and associated footnotes, which Rows and footnotes are incorporated by reference herein.

As of the date of the event which required the filing of this Schedule 13G, the Reporting Persons held directly the following number of shares of the Issuer's Common Stock:

REPORTING PERSON	COMMON STOCK DIRECTLY HELD
Kevin and Michelle Douglas (1)(2)	539,221
James E. Douglas, III (3)	125,400
Douglas Family Trust (4)	250,800
James Douglas and Jean Douglas Irrevocable Descendants Trust (5)	338,579
Total	1,254,000

(1) Kevin Douglas has (i) shared voting and shared dispositive power with respect to all 539,221 shares he holds jointly with his wife, Michelle Douglas, as the beneficiaries and co-trustees of the Kevin and Michelle Douglas Trust; (ii) shared dispositive power with respect to all 125,400 shares held directly by James E. Douglas, III and all 250,800 shares held directly by the Douglas Family Trust pursuant to written authorizations;

and (iii) shared voting and shared dispositive power, in his capacity as co-trustee, with respect to all 338,579 shares held directly by the James Douglas and Jean Douglas Irrevocable Descendants Trust. Pursuant to Rule 13d-4 of the Securities Exchange Act of 1934, Kevin Douglas disclaims ownership of these shares except to the extent of his pecuniary interest therein.

- (2) Michelle Douglas has (i) shared voting and shared dispositive power with respect to all 539,221 shares she holds jointly with her husband, Kevin Douglas, as the beneficiaries and co-trustees of the Kevin and Michelle Douglas Trust and (ii) shared voting and shared dispositive power, in her

capacity as
co-trustee, with
respect to all
338,579 shares
held directly by
the James
Douglas and
Jean Douglas
Irrevocable
Descendants
Trust. Pursuant
to Rule 13d-4 of
the Securities
Exchange Act
of 1934,
Michelle
Douglas
disclaims
ownership of
these shares
except to the
extent of her
pecuniary
interest therein.

(3) James E.
Douglas, III has
sole voting
power with
respect to all
125,400 shares
he holds directly
and has shared
dispositive
power along
with Kevin
Douglas with
respect to all of
such shares.

(4) The Douglas
Family Trust
has sole voting
power with
respect to all
250,800 shares
it holds directly
and has shared
dispositive
power with
Kevin Douglas

with respect to
all of such
shares.

- (5) The James
Douglas and
Jean Douglas
Irrevocable
Descendants
Trust has sole
voting and sole
dispositive
power with
respect to all
338,579 shares
it holds directly.

Each of the
Reporting Persons
hereunder may be
deemed a member of
a group within the
meaning of
Section 13(d)(3) of
the Securities
Exchange Act of
1934, as amended
(the Exchange Act),
or Rule 13d-5
promulgated under
the Exchange Act
with one or more of
the other Reporting
Persons hereunder.
Although the
Reporting Persons
are reporting such
securities as if they
were members of a
group, the filing of
this Schedule 13G
shall not be
construed as an
admission by any

Reporting Person
that such Reporting
Person is a beneficial
owner of any
securities other than
those directly held
by such Reporting
Person.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: o

Item 6. Ownership of More Than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

Not applicable.

Item 8. Identification and Classification of Members of the Group

See Item 4 of this Schedule 13G and the Joint Filing Agreement attached hereto as Exhibit A.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: April 30, 2008

By: /s/ Eileen Davis-Wheatman, as
Attorney-in-Fact
Kevin Douglas

Date: April 30, 2008

By: /s/ Eileen Davis-Wheatman, as
Attorney-in-Fact
Michelle Douglas

Date: April 30, 2008

By: /s/ Eileen Davis-Wheatman, as
Attorney-in-Fact
James E. Douglas, III

DOUGLAS FAMILY TRUST

Date: April 30, 2008

By: /s/ Eileen Davis-Wheatman, as
Attorney-in-Fact
Name: James E. Douglas, Jr.
Title: Trustee

Date: April 30, 2008

By: /s/ Eileen Davis-Wheatman, as
Attorney-in-Fact
Name: Jean A. Douglas
Title: Trustee

**JAMES DOUGLAS AND JEAN DOUGLAS
IRREVOCABLE DESCENDANTS TRUST**

Date: April 30, 2008

By: /s/ Eileen Davis-Wheatman, as
Attorney-in-Fact
Name: Kevin Douglas
Title: Trustee

Date: April 30, 2008

By: /s/ Eileen Davis-Wheatman, as
Attorney-in-Fact
Name: Michelle Douglas
Title: Trustee

EXHIBIT A
JOINT FILING AGREEMENT

This Joint Filing Agreement (this Agreement) hereby confirms the agreement by and among all of the undersigned that the Schedule 13G to which this Agreement is attached as Exhibit A with respect to the beneficial ownership of the undersigned of shares of the common stock of Particle Drilling Technologies, Inc. is being filed on behalf of each of the undersigned. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Date: April 30, 2008

By: /s/ Eileen Davis-Wheatman, as
Attorney-in-Fact
Kevin Douglas

Date: April 30, 2008

By: /s/ Eileen Davis-Wheatman, as
Attorney-in-Fact
Michelle Douglas

Date: April 30, 2008

By: /s/ Eileen Davis-Wheatman, as
Attorney-in-Fact
James E. Douglas, III

DOUGLAS FAMILY TRUST

Date: April 30, 2008

By: /s/ Eileen Davis-Wheatman, as
Attorney-in-Fact
Name: James E. Douglas, Jr.
Title: Trustee

Date: April 30, 2008

By: /s/ Eileen Davis-Wheatman, as
Attorney-in-Fact
Name: Jean A. Douglas
Title: Trustee

**JAMES DOUGLAS AND JEAN DOUGLAS
IRREVOCABLE DESCENDANTS TRUST**

Date: April 30, 2008

By: /s/ Eileen Davis-Wheatman, as
Attorney-in-Fact
Name: Kevin Douglas
Title: Trustee

Date: April 30, 2008

By:

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/s/ Eileen Davis-Wheatman, as
Attorney-in-Fact

Name: Michelle Douglas

Title: Trustee