

Edgar Filing: WANG XUDONG - Form 3

| | 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) ⁽¹⁾ | 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.

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.