

DOUGLAS KEVIN
Form SC 13G/A
February 17, 2009

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**SCHEDULE 13G/A
Under the Securities Exchange Act of 1934
(Amendment No. 1)*
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)
December 31, 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)

* 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/A

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

6

SHARES BENEFICIALLY OWNED BY 1,088,256 (1)

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON -0-

SHARED DISPOSITIVE POWER

8

1,522,997 (2)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,522,997

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

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.35% (3)

12 TYPE OF REPORTING PERSON

IN

- (1) Kevin Douglas and his wife, Michelle Douglas, hold 676,749 shares jointly as the beneficiaries and co-trustees of the K&M Douglas Trust. In addition, Kevin Douglas and Michelle Douglas are co-trustees of the James Douglas and Jean Douglas Irrevocable Descendants Trust, which holds 411,507 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 159,335 shares held by James E. Douglas, III and 275,406 shares held by the Douglas Family Trust, in addition to the shares held by the K&M 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 23,986,622 shares of the Issuer's Common Stock outstanding as of October 10, 2008, as reported in its report on Form 10-Q for the fiscal quarter ended September 30, 2008.

SCHEDULE 13G/A

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)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

5 SOLE VOTING POWER
NUMBER OF -0-

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 1,088,256 (1)

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON -0-

8 SHARED DISPOSITIVE POWER
WITH 1,088,256 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,088,256

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

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.54% (2)

12 TYPE OF REPORTING PERSON

IN

- (1) Michelle Douglas and her husband, Kevin Douglas, hold 676,749 shares jointly as the beneficiaries and co-trustees of the K&M Douglas Trust. In addition, Michelle Douglas and Kevin Douglas are co-trustees of the James Douglas and Jean Douglas Irrevocable Descendants Trust, which holds 411,507 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 23,986,622 shares of the Issuer's Common Stock outstanding as of October 10, 2008, as reported in its report on Form 10-Q for the fiscal quarter ended September 30, 2008.

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SCHEDULE 13G/A

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)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

5 SOLE VOTING POWER
NUMBER OF 159,335

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY -0-

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON -0-

8 SHARED DISPOSITIVE POWER
WITH 159,335 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

159,335

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

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.66%(2)

12 TYPE OF REPORTING PERSON

IN

(1) Kevin Douglas has dispositive power with respect to 159,335 shares held by James E. Douglas, III.

(2) Based on 23,986,622 shares of the Issuer's Common Stock outstanding as of October 10, 2008, as reported in its report on Form 10-Q for the fiscal quarter ended September 30, 2008.

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SCHEDULE 13G/A

CUSIP No. 359523107

NAMES OF REPORTING PERSONS

1 I.R.S. Identification Nos. of above persons (entities only)
K&M Douglas 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
United States

SOLE VOTING POWER

5

NUMBER OF -0-

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 676,749 (2)

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON -0-

SHARED DISPOSITIVE POWER

8

676,749 (2)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

676,749 (2)

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

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.82%(3)

12 TYPE OF REPORTING PERSON

OO

- (1) Kevin Douglas and Michelle Douglas are joint beneficiaries and co-trustees of the K&M Douglas Trust.
- (2) Kevin Douglas and Michelle Douglas hold 676,749 shares jointly as the beneficiaries and co-trustees of the K&M Douglas Trust.
- (3) Based on 23,986,622 shares of the Issuer's Common Stock outstanding as of October 10, 2008, as reported in its report on Form 10-Q for the fiscal quarter ended September 30, 2008.

SCHEDULE 13G/A/A

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 275,406

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY -0-

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON -0-

SHARED DISPOSITIVE POWER

8

WITH 275,406 (2)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

275,406

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

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.15%(2)

12 TYPE OF REPORTING PERSON

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 275,406 shares held by the Douglas Family Trust.
- (3) Based on 23,986,622 shares of the Issuer's Common Stock outstanding as of October 10, 2008, as reported in its report on Form 10-Q for the fiscal quarter ended September 30, 2008.

SCHEDULE 13G/A

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)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
California

5 SOLE VOTING POWER
NUMBER OF 411,507

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY -0-

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 411,507

8 SHARED DISPOSITIVE POWER
WITH: -0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

411,507

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

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.72%(2)

12 TYPE OF REPORTING PERSON

OO

(1) Kevin Douglas and Michelle Douglas, husband and wife, are co-trustees.

(2) Based on 23,986,622 shares of the Issuer's Common Stock outstanding as of October 10, 2008, as reported in its report on Form 10-Q for the fiscal quarter ended September 30, 2008.

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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
K&M Douglas 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/A 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/A, 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, K&M Douglas Trust (1)(2) | 676,749 |
| James E. Douglas, III (3) | 159,335 |
| Douglas Family Trust (4) | 275,406 |
| James Douglas and Jean Douglas Irrevocable Descendants Trust (5) | 411,507 |
| Total | 1,522,997 |

(1) Kevin Douglas has (i) shared voting and shared dispositive power with respect to all 676,749 shares he holds jointly with his wife, Michelle Douglas, as the beneficiaries and co-trustees of the K&M Douglas Trust; (ii) shared dispositive power with respect to all 159,335 shares held directly by James E. Douglas, III and all 275,406 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 411,507 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 676,749 shares she holds jointly with her husband, Kevin Douglas, as the beneficiaries and co-trustees of the K&M Douglas Trust and (ii) shared voting and

shared
dispositive
power, in her
capacity as
co-trustee, with
respect to all
411,507 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
159,335 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
275,406 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
411,507 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/A 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/A 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: February 10, 2009 By: /s/ Eileen Davis-Wheatman, as Attorney-in-Fact
Kevin Douglas

Date: February 10, 2009 By: /s/ Eileen Davis-Wheatman, as Attorney-in-Fact
Michelle Douglas

Date: February 10, 2009 By: /s/ Eileen Davis-Wheatman, as Attorney-in-Fact
James E. Douglas, III

DOUGLAS FAMILY TRUST

Date: February 10, 2009 By: /s/ Eileen Davis-Wheatman, as Attorney-in-Fact
Name: James E. Douglas, Jr.
Title: Trustee

Date: February 10, 2009 By: /s/ Eileen Davis-Wheatman, as Attorney-in-Fact
Name: Jean A. Douglas
Title: Trustee

K&M DOUGLAS TRUST

Date: February 10, 2009 By: /s/ Eileen Davis-Wheatman, as Attorney-in-Fact
Name: Kevin Douglas
Title: Trustee

Date: February 10, 2009 By: /s/ Eileen Davis-Wheatman, as Attorney-in-Fact
Name: Michelle Douglas
Title: Trustee

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

Date: February 10, 2009 By: /s/ Eileen Davis-Wheatman, as Attorney-in-Fact
Name: Kevin Douglas
Title: Trustee

Date: February 10, 2009 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/A 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 Fuel Tech, 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: February 10, 2009 By: /s/ Eileen Davis-Wheatman, as Attorney-in-Fact
Kevin Douglas

Date: February 10, 2009 By: /s/ Eileen Davis-Wheatman, as Attorney-in-Fact
Michelle Douglas

Date: February 10, 2009 By: /s/ Eileen Davis-Wheatman, as Attorney-in-Fact
James E. Douglas, III

DOUGLAS FAMILY TRUST

Date: February 10, 2009 By: /s/ Eileen Davis-Wheatman, as Attorney-in-Fact
Name: James E. Douglas, Jr.
Title: Trustee

Date: February 10, 2009 By: /s/ Eileen Davis-Wheatman, as Attorney-in-Fact
Name: Jean A. Douglas
Title: Trustee

K&M DOUGLAS TRUST

Date: February 10, 2009 By: /s/ Eileen Davis-Wheatman, as Attorney-in-Fact
Name: Kevin Douglas
Title: Trustee

Date: February 10, 2009 By: /s/ Eileen Davis-Wheatman, as Attorney-in-Fact
Name: Michelle Douglas
Title: Trustee

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

Date: February 10, 2009 By: /s/ Eileen Davis-Wheatman, as Attorney-in-Fact
Name: Kevin Douglas
Title: Trustee

Date: February 10, 2009 By: /s/ Eileen Davis-Wheatman, as Attorney-in-Fact
Name: Michelle Douglas
Title: Trustee