

Ma Junjie
Form 4
August 10, 2010

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
Ma Junjie

(Last) (First) (Middle)

**NO 9 DALIAN N RD, HAPING RD
CEN IND PK, HARBIN
DEVELOPEMENT ZONE**

(Street)

**HEILONGJIANG
PROVINCE, F4 150060**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
China XD Plastics Co Ltd [CXDC]

3. Date of Earliest Transaction
(Month/Day/Year)
08/07/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Technology Officer

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 Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|----------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.0001 | 08/07/2010 | | A | | 8,000 | A | Ⓛ |
| | | | | | 8,000 | D | |

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

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. P... Deri... Sec... (Ins... | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|--------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option to Purchase Common Stock, par value \$0.0001 | (2) | 08/07/2010 | | A | 25,000 | (3) | (4) | Common Stock | 25,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ma Junjie NO 9 DALIAN N RD, HAPING RD CEN IND PK HARBIN DEVELOPEMENT ZONE HEILONGJIANG PROVINCE, F4 150060 | | | Chief Technology Officer | |

Signatures

/s/ Junjie Ma 08/10/2010
 **Signature of Date
 Reporting Person

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).
- No purchase price paid. The shares were issued to the reporting person by the Issuer pursuant to the Issuer's 2009 Stock Option / Stock Issuance Plan (the "Plan") for services rendered to the Issuer. The shares shall vest on the third-year anniversary of August 7, 2010 (the "Grant Date").
- (1) Issuance Plan (the "Plan") for services rendered to the Issuer. The shares shall vest on the third-year anniversary of August 7, 2010 (the "Grant Date").
 - (2) The exercise price payable per option shall be the greater of (i) \$8.01, or (ii) 85% of "fair market value," as determined under the Plan on the Grant Date.
 - (3) One-third (1/3) of the options shall vest yearly on a calendar basis over a three-year period commencing on the Grant Date.
 - (4) One-third (1/3) of the options shall expire on August 7, 2011, one-third (1/3) of the options shall expire on August 7, 2012 and one-third (1/3) of the options shall expire on August 7, 2013.

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.