Few Jason
Form 4
April 09, 2019

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Few Jason

(Last) (First) (Middle)

3 GREAT PASTURE ROAD

(Street)

DANBURY, CT 06810

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
FUELCELL ENERGY INC [FCEL]

3. Date of Earliest Transaction (Month/Day/Year)
04/04/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/04/2019		M		18,350	A	(1)	18,350	D	

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

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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 Underlying Securitie (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares
Deferred Common Stock Units	(2)	04/04/2019		A		163,793		(2)	(2)	Common Stock	163,7
Director Restricted Stock Unit	(3)	04/04/2019		A		172,414		(4)	(4)	Common Stock	172,4
Director Restricted Stock Unit	(3)	04/04/2019		M			18,350	(5)	(5)	Common Stock	18,3

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Few Jason 3 GREAT PASTURE ROAD DANBURY, CT 06810	X			

Signatures

/s/ Jacqueline Perez-Ares, as Power of Attorney	04/08/2019
**Signature of Reporting Person	Date

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).

(1) Restricted Stock Units were converted into common stock on a one-for-one basis.

(2) Common Stock Units issued to the reporting person pursuant to the FuelCell Energy, Inc. Directors Deferred Compensation Plan. In accordance with elections made by the reporting person under the Directors Deferred Compensation Plan, the shares of common stock underlying the Common Stock Units are payable to the reporting person, on a one-for-one basis (i.e., one share of common stock for each Common Stock Unit), on the date following the FuelCell Energy 2020 Annual Meeting of Stockholders.

(3) Each Restricted Stock Unit represents a contingent right to receive one share of common stock, or at the election of the Compensation Committee, the cash value thereof.

(4) These restricted stock units (i) vest on the date of the regularly scheduled annual meeting of the stockholders of the Company to be held in 2020 and (ii) are to be settled in cash or in shares of FuelCell Energy common stock, at the discretion of the Compensation Committee.

(5) On November 8, 2018, the reporting person was granted 18,350 restricted stock units, which vested on April 4, 2019.

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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