

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-17** | Period of Report: **2013-01-16**
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ISSUER

COATES INTERNATIONAL LTD (DE)

CIK: **948426** | IRS No.: **222925432** | State of Incorpor.: **DE** | Fiscal Year End: **1231**
SIC: **3510** Engines & turbines

Mailing Address

*HIGHWAY 34 & RIDGEWOOD
ROAD
WALL TOWNSHIP NJ 07719*

Business Address

*HIGHWAY 34 & RIDGEWOOD
RD
WALL TOWNSHIP NJ 07719
9084497717*

REPORTING OWNER

Coates George J.

CIK: **1160170**

Type: **4** | Act: **34** | File No.: **000-33155** | Film No.: **13534606**

Mailing Address

*1811 MURRAY DRIVE
WALL TOWNSHIP NJ 07719*

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person Coates George J.			2. Issuer Name and Ticker or Trading Symbol COATES INTERNATIONAL LTD \DE\ [COTE]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President and CEO	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/16/2013		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
1811 MURRAY DRIVE			4. If Amendment, Date Original Filed(Month/Day/Year)			
(Street) WALL TOWNSHIP, NJ 07719						
(City)	(State)	(Zip)				

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	01/16/2013		A	V	22,388,536 ⁽¹⁾	A	\$0.047	228,405,774	D	
Common Stock								1,165,507	I	By Self, as Trustee for The Coates Trust
Common Stock								1,956,960	I	By Spouse

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

1. These shares represent shares of common stock that were (i) earned by Mr. Coates in 2012 for deferred anti-dilution related to 18,593,313 shares of common stock issued to other investors, (ii) for a deferred compensatory stock award of 907,340 shares of common stock originally granted to Mr. Coates in 2011, and; (iii) a current issuance of 1,206,150 shares of common stock awarded to Mr. Coates for anti-dilution related to new shares of common stock issued to other investors.

Signatures

/s/ George J. Coates

** Signature of Reporting Person

01/17/2013

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.