

FORM 4

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * HILZINGER MATTHEW F (Last) (First) (Middle) C/O FUELCELL ENERGY, INC., 3 GREAT PASTURE ROAD (Street) DANBURY, CT 06810 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol FUELCELL ENERGY INC [FCEL]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner ____ Officer (give title below) _____ Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) 4/4/2019		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person ____ Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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			

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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	Title	Amount or Number of Shares				
Deferred Common Stock Units	(1)	4/4/2019		A		224138.0000		(1)	(1)	Common Stock	224138.0000	\$0.2900	224138.0000	D	
Director Restricted Stock Unit	(2)	4/4/2019		A		172414.0000		(3)	(3)	Common Stock	172414.0000	\$0.0000	172414.0000	D	

Explanation of Responses:

- (1) Deferred 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, each common stock unit is the economic equivalent of one share of FuelCell Energy common stock, payable to the reporting person in cash upon separation from service as a director.
- (2) 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.
- (3) 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.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HILZINGER MATTHEW F C/O FUELCELL ENERGY, INC. 3 GREAT PASTURE ROAD DANBURY, CT 06810	X			

Signatures

Jacqueline Perez-Ares, As Power of Attorney

4/8/2019

**Signature of Reporting Person

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 control number.