

Clean Energy Fuels Corp.
Form 4
March 12, 2010

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MILLER JAMES C III

(Last) (First) (Middle)

**C/O CLEAN ENERGY FUELS
CORP., 3020 OLD RANCH
PARKWAY, SUITE 400**

(Street)

SEAL BEACH, CA 90740

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Clean Energy Fuels Corp. [CLNE]

3. Date of Earliest Transaction
(Month/Day/Year)
03/11/2010

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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	03/11/2010		M		60,000	A	\$ 12	60,100	D
Common Stock	03/11/2010		S ⁽¹⁾		60,000	D	\$ 20	100	D
Common Stock	03/11/2010		M		16,750	A	\$ 15.27	16,850	D
Common Stock	03/11/2010		S ⁽¹⁾		16,750	D	\$ 20	100	D
Common Stock	03/11/2010		M		8,832	A	\$ 5.09	8,932	D

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Common Stock	03/11/2010	<u>S</u> ⁽¹⁾	8,832	D	\$ 20	100	D
Common Stock	03/11/2010	M	6,677	A	\$ 6.33	6,777	D
Common Stock	03/11/2010	<u>S</u> ⁽¹⁾	6,677	D	\$ 20	100	D

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

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(9-02)

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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Stock Option (Right to Buy)	\$ 12	03/11/2010		M	60,000	<u>(2)</u> 05/23/2017	Common Stock	60,000
Stock Option (Right to Buy)	\$ 15.27	03/11/2010		M	16,750	<u>(3)</u> 12/12/2017	Common Stock	16,750
Stock Option (Right to Buy)	\$ 5.09	03/11/2010		M	8,832	<u>(1)</u> 12/09/2018	Common Stock	8,832
Stock Option (Right to Buy)	\$ 6.33	03/11/2010		M	6,677	<u>(3)</u> 01/01/2019	Common Stock	6,667

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

MILLER JAMES C III
C/O CLEAN ENERGY FUELS CORP.
3020 OLD RANCH PARKWAY, SUITE 400
SEAL BEACH, CA 90740

Signatures

/s/ Mitchell W. Pratt,
Attorney-in-Fact

03/12/2010

**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) The sales reported in this Form 4 were effected pursuant to Rule 10b5-1 trading plan adopted by the reporting person on September 14, 2009.
- (2) All options are exercisable.
- The stock option was granted to the reporting person under the Issuer's Amended & Restated 2006 Equity Incentive Plan. The option vests as to 34% of the total shares subject to the option upon the first anniversary of the date of grant, and 33% on each anniversary thereafter until the option is fully vested.
- (3)

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.