

Clean Energy Fuels Corp.
Form 4
September 01, 2011

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 *
PICKENS BOONE

(Last) (First) (Middle)

C/O CLEAN ENERGY FUELS
CORP., 3020 OLD RANCH
PARKWAY #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)

08/30/2011

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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-------------|---|---------------------------------|
| | | | Code | V | Amount or Price | | | | | |
| Common Stock | 08/30/2011 | | S | | \$ 500,000 (1) | D | 13.8504 (2) | 819,488 (3) | I | By Boone Pickens Interests Ltd. |
| Common Stock | 08/31/2011 | | S | | \$ 450,000 (1) | D | 13.2106 (4) | 369,488 (3) | I | By Boone Pickens Interests Ltd. |
| | 09/01/2011 | | S | | | D | | 0 | I | |

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| | | | | |
|--------------|-----------------------|-----------------------------|------------------------|---|
| Common Stock | 369,488 <u>(1)</u> | \$ 12.8949 <u>(5)</u> | | By Boone Pickens Interests Ltd. |
| Common Stock | | | 16,539,720 D | |
| Common Stock | | | 1,700,000 <u>(3)</u> I | By Spouse |

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

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.

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PICKENS BOONE C/O CLEAN ENERGY FUELS CORP. 3020 OLD RANCH PARKWAY #400 SEAL BEACH, CA 90740 | X | X | | |

Signatures

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

09/01/2011

**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) Transaction for estate planning purposes.

Represents the weighted average sale price of shares sold by Boone Pickens Interests Ltd. in multiple transactions at prices ranging from

(2) \$13.61 to \$14.24. The reporting person undertakes to provide upon request by the Commission staff, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(3) The reporting person disclaims any beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or any other purpose.

Represents the weighted average sale price of shares sold by Boone Pickens Interests Ltd. in multiple transactions at prices ranging from

(4) \$12.96 to \$13.80. The reporting person undertakes to provide upon request by the Commission staff, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

Represents the weighted average sale price of shares sold by Boone Pickens Interests Ltd. in multiple transactions at prices ranging from

(5) \$12.73 to \$13.17. The reporting person undertakes to provide upon request by the Commission staff, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

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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