

Clean Energy Fuels Corp.
Form 4
March 12, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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, 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 *
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	S ⁽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	S ⁽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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SEC 1474
(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
Stock Option (Right to Buy)	\$ 12	03/11/2010		M	60,000	⁽²⁾ 05/23/2017	Common Stock	60,000
Stock Option (Right to Buy)	\$ 15.27	03/11/2010		M	16,750	⁽³⁾ 12/12/2017	Common Stock	16,750
Stock Option (Right to Buy)	\$ 5.09	03/11/2010		M	8,832	⁽¹⁾ 12/09/2018	Common Stock	8,832
Stock Option (Right to Buy)	\$ 6.33	03/11/2010		M	6,677	⁽³⁾ 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. X
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.
- (3) The stock option was granted to the reporting person under the Issuer's Amended & Restated 2006 Equity Incentive Plan. The option vest 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.

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.