

Clean Energy Fuels Corp.
Form 4
May 30, 2008

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Mitchell Warren I

(Last) (First) (Middle)

3020 OLD RANCH PARKWAY,
SUITE 200

(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)

05/28/2008

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	05/28/2008		M		5,000	A	\$ 2.96	85,897	D
Common Stock	05/28/2008		S		5,000	D	\$ 14.21	80,897	D
Common Stock	05/29/2008		M		1,000	A	\$ 2.96	81,897	D
Common Stock	05/29/2008		M		4,000	A	\$ 2.96	85,897	D
Common Stock	05/29/2008		S		5,000	D	\$ 14.6477	80,897	D

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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. I. Derivative Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 2.96	05/28/2008		M		5,000		<u>(1)</u>	12/12/2012	Common Stock	5,000
Stock Option (right to buy)	\$ 2.96	05/29/2008		M		1,000		<u>(1)</u>	12/12/2012	Common Stock	1,000
Stock Option (right to buy)	\$ 2.96	05/29/2008		M		4,000		<u>(2)</u>	06/11/2013	Common Stock	4,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Mitchell Warren I
3020 OLD RANCH PARKWAY, SUITE 200 X
SEAL BEACH,, CA 90740

Signatures

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

05/30/2008

 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 option vested 20% on each anniversary of the date of grant (December 12, 2002), subject to continuing service, and became exercisable in full upon a change of control of the issuer which occurred in October 2005.
- (2) The option vested 34% on the first anniversary of the date of grant (June 11, 2003), and 33% on each subsequent anniversary, subject to continuing service, and became exercisable in full upon a change of control of the issuer which occurred in October 2005.

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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