

Clean Energy Fuels Corp.
Form 4
June 18, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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)

06/14/2013

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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction Number	5. Expiration Date	6. Date Exercisable and	7. Title and Amount of Underlying Securities	8. I
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
7.5% Convertible Promissory Note	\$ 15.8	06/14/2013	P ⁽¹⁾	1			⁽²⁾	⁽³⁾	Common Stock	1,582,278
7.5% Convertible Promissory Note	\$ 15.8	06/14/2013	P ⁽¹⁾	1			⁽²⁾	⁽⁵⁾	Common Stock	1,582,278
7.5% Convertible Promissory Note	\$ 15.8	06/14/2013	P ⁽⁶⁾	1			⁽²⁾	⁽⁷⁾	Common Stock	949,367

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

06/18/2013

**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 Reporting Person purchased the Note on June 14, 2013, from Chesapeake NG Ventures Corporation ("Chesapeake"), an indirect wholly owned subsidiary of Chesapeake Energy Corporation.
 - (2) The Note is convertible into Common Stock of the Issuer ("Common Stock") at the Reporting Person's option upon issuance and, therefore, the Reporting Person is deemed to beneficially own the underlying Common Stock as of June 14, 2013.
 - (3) The entire principal balance of the Note is due and payable on July 11, 2018, and the Issuer may repay the Note in Common Stock or cash.

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- (4) The Reporting Person paid Chesapeake \$22,500,000 for the Note.
- (5) The entire principal balance of the Note is due and payable on July 10, 2019, and the Issuer may repay the Note in Common Stock or cash.
- (6) The Reporting Person acquired the Note on June 14, 2013, from the Issuer by satisfying Chesapeake's obligation to deliver \$15 million to the Issuer (the Reporting Person had previously assumed such obligation from Chesapeake).
- (7) The entire principal balance of the Note is due and payable on June 14, 2020, and the Issuer may repay the Note in Common Stock or cash.

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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