Clean Energy Fuels Corp. Form 4

February 27, 2015

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

(Print or Type Responses)

(Last)

(City)

Common

Stock

1. Name and Address of Reporting Person * Pratt Mitchell W

> (First) (Middle)

C/O CLEAN ENERGY FUELS CORP., 4675 MACARTHUR COURT, SUITE 800

(Street)

(State)

02/27/2015

NEWPORT BEACH, CA 92660

(Zip)

2. Issuer Name and Ticker or Trading

Symbol

Clean Energy Fuels Corp. [CLNE]

3. Date of Earliest Transaction (Month/Day/Year) 02/27/2015

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Director 10% Owner X_ Officer (give title Other (specify below)

COO and Secretary

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ 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

2. Transaction Date 2A. Deemed 1. Title of Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

Transaction(A) or Disposed of Code

Code V

 $A^{(1)}$

3.

(Instr. 8)

(D) (Instr. 3, 4 and 5)

Amount

50,000

(A)

or

(D)

Α

Price

4. Securities Acquired 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)

(D) or Indirect (I) (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Ownership (Instr. 4)

(Instr. 3 and 4)

\$0 D 189,851

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.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: Clean Energy Fuels Corp. - Form 4

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)		3 (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 6.01	02/27/2015		A	60,000	(2)	02/27/2025	Common Stock	60,000	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Pratt Mitchell W C/O CLEAN ENERGY FUELS CORP. 4675 MACARTHUR COURT, SUITE 800 NEWPORT BEACH, CA 92660

COO and Secretary

Signatures

/s/ Mitchell W. Pratt

02/27/2015

**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).
- Represents an award of restricted stock units ("RSUs") that vest as follows: 34% of the total shares subject to the RSUs vest upon the first anniversary of the date of grant and 33% vest on each anniversary thereafter until the RSUs are fully vested. Each RSU represents a contingent right to receive one share of the Issuer's common stock upon the vesting and settlement of the RSUs.
- (2) 34% of the total shares subject to the stock option vest upon the first anniversary of the date of grant, and 33% vest on each anniversary thereafter until the stock 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.

Reporting Owners 2