

PICKENS BOONE
Form 4
October 20, 2008

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

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

2. Issuer Name and Ticker or Trading Symbol
Clean Energy Fuels Corp. [CLNE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
8117 PRESTON ROAD, SUITE 260

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/16/2008

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

DALLAS, TX 75225

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | 10/16/2008 | | S | | 206,464 | D | \$ 9,2151 (1) |
| COMMON STOCK | 10/17/2008 | | S | | 190,000 | D | \$ 10.3868 (3) |
| COMMON STOCK | | | | | 1,319,488 (4) | I | By Boone Pickens Interests, Ltd. |
| | | | | | 16,539,720 | D | |

COMMON
STOCK

COMMON
STOCK

1,900,000
(4)

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.

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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Date (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PICKENS BOONE 8117 PRESTON ROAD, SUITE 260 DALLAS, TX 75225 | X | X | | |

Signatures

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

10/20/2008

__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) Represents the weighted average share price of an aggregate total of 206,464 shares sold in the price range of \$9.00 to \$9.86 by BP Capital Energy Equity Fund, L.P., BP Capital Energy Equity International Holdings I, L.P. and BP Capital Energy Equity Fund Master II, L.P. The reporting person undertakes to provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full

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information regarding the number of shares sold at each separate price.

The shares sold were owned by BP Capital Energy Equity Fund, L.P., BP Capital Energy Equity International Holdings I, L.P. and BP Capital Energy Equity Fund Master II, L.P. and the reporting person possessed voting and investment power with respect to such shares.

- (2) By reason of the provisions of Rule 16a-1 under the Securities Exchange Act of 1934, as amended, the reporting person may be deemed to have been a beneficial owner of such shares. The reporting person hereby disclaims beneficial ownership of such shares, except to the extent of any indirect pecuniary interest therein.

Represents the weighted average share price of an aggregate total of 190,000 shares sold in the price range of \$9.65 to \$11.02 by BP

- (3) Capital Energy Equity Fund, L.P., BP Capital Energy Equity International Holdings I, L.P. and BP Capital Energy Equity Fund Master II, L.P. The reporting person undertakes to provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (4) 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 for any other purpose.

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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