

Clean Energy Fuels Corp.
Form 4
June 06, 2011

FORM 4

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

OMB APPROVAL

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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 *
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)

06/06/2011

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 | 5. Number of Derivative Securities Acquired (A) or | 6. Date Exercisable and Expiration Date | 7. Title Underlying |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|--|---|---------------------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|--|---|---------------------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3) | |
|------------------------|--|----------------------|------------------|--------------------------------------|------------------|--|------------|
| | | | Code V | (A) | (D) | Title | |
| | | | | | Date Exercisable | Expiration Date | |
| Warrant (Right to Buy) | \$ 10 | 06/06/2011 | D ⁽¹⁾ | | 15,000,000 | ⁽²⁾ 12/28/2011 ⁽³⁾ | Comm Stock |
| Warrant (Right to Buy) | \$ 10 | 06/06/2011 | A ⁽¹⁾ | 15,000,000 | | ⁽²⁾ 12/28/2011 ⁽³⁾ | Comm Stock |

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

Richard R. Wheeler,
Attorney-in-Fact

06/06/2011

__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 two reported transactions involve an amendment of the warrant, resulting in the deemed cancellation of the "old" warrant and the grant of a replacement warrant. The warrant was originally granted on December 28, 2006.
 - (2) Immediately.
 - (3) Pursuant to the warrant amendment, if the Reporting Person exercises a portion of the warrant prior to December 28, 2011, the Issuer will extend the exercise period of the warrant to an identical number of shares for a length of time whereby the non-cash financial gain that the Issuer recognizes due to the early exercise period becomes identical to the non-cash financial charge the Issuer recongizes with respect to such extension.
 - (4) The warrant was issued to the Reporting Person in exchange for the cancellation of all amounts owed to him by the Issuer under a revolving line of credit.

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.