

Global Clean Energy Holdings, Inc.

Form 3

April 14, 2008

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Â NELSON BRUCE K

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

04/01/2008

3. Issuer Name **and** Ticker or Trading Symbol

Global Clean Energy Holdings, Inc. [GCEH]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

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

Chief Financial Officer

6. Individual or Joint/Group
Filing(Check Applicable Line)☒ Form filed by One Reporting
Person☐ Form filed by More than One
Reporting Person6033 W. CENTURY
BLVD.,Â SUITE 1090

(Street)

LOS ANGELES,Â CAÂ 90045

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date
ExercisableExpiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of
Shares4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

(Instr. 5)

Stock Option (right to buy)	Â (1)	03/20/2018	Common Stock	2,000,000	\$ 0.05	D	Â
Performance Option (right to buy)	Â (2)	03/20/2018	Common Stock	2,500,000	\$ 0.05	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NELSON BRUCE K 6033 W. CENTURY BLVD. SUITE 1090 LOS ANGELES, CA 90045	Â	Â	Â Chief Financial Officer	Â

Signatures

/s/ BRUCE K. NELSON 04/11/2008

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

The shares of Issuer underlying the stock option shall vest as follows: (i) 500,000 shares shall vest 90 days following March 20, 2008; (ii) (1) 500,000 shares shall vest 9 months days following March 20, 2008; (iii) 500,000 shares shall vest 15 months following March 20, 2008; and (iv) 500,000 shares shall vest on March 20, 2010.

The shares of Issuer underlying the performance option shall vest as follows: (i) 1,250,000 shares shall vest at such time as when the (2) Issuer's market capitalization reaches \$75,000,000; and (ii) the remaining 1,250,000 shares shall vest at such time as when the Issuer's market capitalization reaches or exceeds \$120 million.

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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