

Grace Peter J.
Form 3
December 03, 2010

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

OMB APPROVAL

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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)

| | | | | | |
|--|---|---|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Grace Peter J.</p> <p>(Last) (First) (Middle)</p> <p>C/O CLEAN ENERGY FUELS CORP., 3020 OLD RANCH PARKWAY #400</p> <p>(Street)</p> <p>SEAL BEACH, CA 90740</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/01/2010</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Clean Energy Fuels Corp. [CLNE]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>SVP, Sales and Marketing</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|---|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. 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) |
|------------------------------------|--|---|--|
| Common Stock | 1,000 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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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) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|-----------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Stock Option (Right to Buy) | Â (1) | 10/02/2015 | Common Stock | 11,000 | \$ 2.96 | D | Â |
| Stock Option (Right to Buy) | Â (2) | 05/23/2017 | Common Stock | 93,000 | \$ 12 | D | Â |
| Stock Option (Right to Buy) | Â (3) | 12/12/2017 | Common Stock | 50,000 | \$ 15.27 | D | Â |
| Stock Option (Right to Buy) | Â (4) | 12/09/2018 | Common Stock | 25,977 | \$ 5.09 | D | Â |
| Stock Option (Right to Buy) | Â (5) | 01/01/2019 | Common Stock | 19,638 | \$ 6.33 | D | Â |
| Stock Option (Right to Buy) | Â (6) | 10/08/2019 | Common Stock | 25,000 | \$ 14.06 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Grace Peter J. C/O CLEAN ENERGY FUELS CORP. 3020 OLD RANCH PARKWAY #400 SEAL BEACH, CA 90740 | Â | Â | Â SVP, Sales and Marketing | Â |

Signatures

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

12/03/2010

**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).
- (1) The stock option was granted to the Reporting Person under the Issuer's Amended and Restated 2002 Stock Option Plan. The stock option was fully vested as of December 1, 2010.
- (2) The stock option was granted to the Reporting Person under the Issuer's Amended and Restated 2006 Equity Incentive Plan (the "2006 Plan"). The stock option was fully vested as December 1, 2010.
- (3) The stock option was granted to the Reporting Person under the Issuer's 2006 Plan. 34% of the stock option shares vested on December 12, 2008, 33% of the stock option shares vested on December 12, 2009 and the remaining 33% of the stock option shares will vest on December 12, 2010.
- (4) The stock option was granted to the Reporting Person under the Issuer's 2006 Plan. 34% of the stock option shares vested on December 11, 2009, and the remaining stock option shares vest in 33% increments on each anniversary date thereafter until the stock option is fully vested.
- (5) The stock option was granted to the Reporting Person under the Issuer's 2006 Plan. 34% of the stock option shares vested on January 3, 2010, and the remaining stock option shares vest in 33% increments on each anniversary date thereafter until the stock option is fully

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vested.

- The stock option was granted to the Reporting Person under the Issuer's 2006 Plan. 34% of the stock option shares vested on October 10, (6) 2010, and the remaining stock option shares vest in 33% increments on each anniversary date 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.