

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>TOTAL S.A.</u> (Last) (First) (Middle) <u>2, PLACE JEAN MILLIER</u> <u>LA DEFENSE 6</u> (Street) <u>92400</u> <u>COURBEVOIE 10</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>05/09/2018</u>	3. Issuer Name and Ticker or Trading Symbol <u>Clean Energy Fuels Corp. [CLNE]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

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)
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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 Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Stock Election Right (Right to Buy)⁽¹⁾</u>	<u>(2)(3)</u>	<u>(2)(3)</u>	<u>Common Stock</u>	<u>30,498,520⁽²⁾⁽³⁾</u>	<u>1.64⁽⁴⁾</u>	<u>D</u>	

Explanation of Responses:

- TOTAL S.A. ("Total") is the beneficial owner of the Stock Election Right (Right to Buy) through its wholly owned subsidiary Total Marketing Services S.A. ("Purchaser" and together with Total, the "Reporting Persons").
- As described in further detail in the Schedule 13D filed by the Reporting Persons on May 18, 2018, pursuant to a Stock Purchase Agreement, dated May 9, 2018, between Purchaser and Issuer (the "Purchase Agreement"), Purchaser has a right (the "Stock Election Right") to purchase up to 30,498,520 shares of common stock ("Common Stock") of Clean Energy Fuels Corp. (the "Issuer"). Under the Purchase Agreement, the Issuer agreed to sell and issue to Purchaser, in a private placement, up to 50,856,296 shares of Common Stock pending, among other conditions, the Issuer obtaining the approval of its stockholders at its 2018 annual meeting of stockholders scheduled for Friday, June 8, 2018 (the "Annual Meeting") to both issue all such shares of Common Stock to be sold to Purchaser under the Purchase Agreement and amend the Issuer's Restated Certificate of Incorporation to increase the number of shares of Common Stock the Issuer is authorized to issue (the "Issuer Stockholder Approval").
- (Continued from Footnote 2) If, however, the Issuer Stockholder Approval is not obtained at the Annual Meeting, then, at Purchaser's sole discretion, within two calendar weeks after the conclusion of the Annual Meeting, Purchaser may exercise the Stock Election Right and elect to purchase such fewer shares of Common Stock as described above. This Form 3 discloses the Stock Election Right pursuant to the Purchase Agreement that would become exercisable should (i) the Issuer Stockholder Approval not be obtained at the Annual Meeting and (ii) the other closing conditions under the Purchase Agreement be satisfied or waived. If the Issuer Stockholder Approval is obtained, however, and all other conditions under the Purchase Agreement are satisfied or waived, then Purchaser will purchase and subscribe for 50,856,296 shares of Common Stock and the Reporting Persons will file a Form 4 to reflect such purchase.
- Pursuant to the terms of the Purchase Agreement, if Purchaser exercises its Stock Election Right (and the other conditions are satisfied or waived, as described in Explanation (2) above), Purchaser will acquire the shares of Common Stock at a price of \$1.64 per share, which price was determined based on the volume-weighted average price for Common Stock between March 23, 2018 and May 3, 2018.

Remarks:

/s/ Antoine Larenaudie, Group 05/18/2018
Treasurer, on behalf of Total S.A.

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.