

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>Littlefair Andrew J</u> (Last) (First) (Middle) <u>3020 OLD RANCH PARKWAY, SUITE 200</u> (Street) <u>SEAL BEACH CA 90740</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>05/24/2007</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><u>President and CEO</u></p>	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 <input type="checkbox"/> 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)
<u>Common Stock</u>	<u>851,064</u>	<u>D⁽¹⁾</u>	

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 Options (right to buy)</u>	<u>(2)</u>	<u>12/12/2012</u>	<u>Common Stock</u>	<u>400,000</u>	<u>2.96</u>	<u>D</u>	
<u>Stock Options (right to buy)</u>	<u>(2)</u>	<u>06/11/2013</u>	<u>Common Stock</u>	<u>60,000</u>	<u>2.96</u>	<u>D</u>	
<u>Stock Options (right to buy)</u>	<u>(2)</u>	<u>05/06/2015</u>	<u>Common Stock</u>	<u>115,000</u>	<u>2.96</u>	<u>D</u>	
<u>Stock Options (right to buy)</u>	<u>(2)</u>	<u>05/05/2015</u>	<u>Common Stock</u>	<u>100,000</u>	<u>2.96</u>	<u>D</u>	
<u>Stock Options (right to buy)</u>	<u>(2)</u>	<u>05/05/2015</u>	<u>Common Stock</u>	<u>60,000</u>	<u>2.96</u>	<u>D</u>	

Explanation of Responses:

1. Boone Pickens, a director of the Issuer, possesses voting control over these shares pursuant to an agreement between the reporting person and Mr. Pickens. This voting control will expire upon the closing of the Issuer's initial public offering.
2. Immediately

Remarks:

/s/ Mitchell W. Pratt, Attorney-in-Fact 05/24/2007

** 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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Mitchell W. Pratt, Richard R. Wheeler and Camela Krebs, signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director or beneficial owner of more than ten percent of any registered class of the securities of Clean Energy Fuels Corp., or more of its subsidiaries (the "Company"), SEC Form ID - Uniform Application for Access Codes to File On EDGAR;

(2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director or beneficial owner of more than ten percent of any registered class of the securities of the Company, Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form ID or Form 3, 4 or 5 and file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, and in the best interest of, or legally required by, the undersigned.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 19 day of May, 2007.

Signature /s/ Andrew J. Littlefair

Print Name: Andrew J. Littlefair