

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Mitchell Warren I</u>  (Last) (First) (Middle) 3020 OLD RANCH PARKWAY, SUITE 200  (Street) SEAL BEACH, CA 90740  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Clean Energy Fuels Corp. [ CLNE ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/28/2008	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/28/2008		M		5,000	A	\$2.96	85,897	D	
Common Stock	05/28/2008		S		5,000	D	\$14.21	80,897	D	
Common Stock	05/29/2008		M		1,000	A	\$2.96	81,897	D	
Common Stock	05/29/2008		M		4,000	A	\$2.96	85,897	D	
Common Stock	05/29/2008		S		5,000	D	\$14.6477	80,897	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Stock Option (right to buy)	\$2.96	05/28/2008		M		5,000	(1)	12/12/2012	Common Stock	5,000	\$0	1,000	D	
Stock Option (right to buy)	\$2.96	05/29/2008		M		1,000	(1)	12/12/2012	Common Stock	1,000	\$0	0	D	
Stock Option (right to buy)	\$2.96	05/29/2008		M		4,000	(2)	06/11/2013	Common Stock	4,000	\$0	0	D	

**Explanation of Responses:**

- The option vested 20% on each anniversary of the date of grant (December 12, 2002), subject to continuing service, and became exercisable in full upon a change of control of the issuer which occurred in October 2005.
- The option vested 34% on the first anniversary of the date of grant (June 11, 2003), and 33% on each subsequent anniversary, subject to continuing service, and became exercisable in full upon a change of control of the issuer which occurred in October 2005.

**Remarks:**

/s/ Mitchell W. Pratt, Attorney-in-Fact 05/30/2008

\*\* 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 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).

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.