

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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**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>MILLER JAMES C III</u>  (Last) (First) (Middle) <u>C/O CLEAN ENERGY FUELS CORP.</u> <u>4675 MACARTHUR COURT, SUITE 800</u>  (Street) <u>NEWPORT CA 92660</u>  (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) <u>05/18/2023</u>		
	4. 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	
	Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**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	05/18/2023		A <sup>(1)</sup>		13,129 <sup>(2)</sup>	A	\$0	13,129	D	
Common Stock	05/18/2023		G <sup>(3)</sup>		13,129 <sup>(2)</sup>	D	\$0	0	D	
Common Stock	05/18/2023		A <sup>(3)</sup>		13,129 <sup>(2)</sup>	A	\$0	184,130	I	By Trust

**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	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$4.57	05/18/2023		A		19,169		05/18/2024 <sup>(4)</sup>	05/17/2033	Common Stock	19,169	\$0	19,169	D	
Stock Option (Right to Buy)	\$4.57	05/18/2023		G <sup>(5)</sup>		19,169		05/18/2024 <sup>(4)</sup>	05/17/2033	Common Stock	19,169	\$0	0	D	
Stock Option (Right to Buy)	\$4.57	05/18/2023		A <sup>(5)</sup>		19,169		05/18/2024 <sup>(4)</sup>	05/17/2033	Common Stock	19,169	\$0	19,169	I	By Trust

**Explanation of Responses:**

- Represents an award of restricted stock units ("RSUs"). Each RSU represents a contingent right to receive one share of the Issuer's common stock upon the vesting and settlement of the RSU.
- 100% of the total shares subject to the RSU fully vest on the first anniversary of the date of the grant.
- Represents a gift of RSUs for no consideration. Each RSU represents a contingent right to receive one share of the Issuer's common stock upon the vesting and settlement of the RSU.
- 100% of the total shares subject to the option fully vest on the first anniversary of the date of the grant.
- Represents a gift of stock options for no consideration.

**Remarks:**

Exhibit List Exhibit 24.1 - Power of Attorney

/s/ James W. Sytsma, Attorney-in-Fact, for James Miller III 05/22/2023

\*\* 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.

POWER OF ATTORNEY

Know all by these presents that the undersigned hereby constitutes and appoints each of Andrew J. Littlefair, Robert M. Vreeland, Mitchell W. Pratt, and James W. Sytsma, 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 one 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 18th day of May, 2023.

Signature:           /s/ James C. Miller III            
Printed Name:           James C. Miller III          

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