

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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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>Pickens Madeleine</u> (Last) (First) (Middle) 8117 PRESTON ROAD SUITE 260 (Street) DALLAS TX 75225 (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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/28/2011	
	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

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	12/28/2011		M		1,500,000	A	\$10	18,039,720 ⁽¹⁾	I	By Spouse
Common Stock								1,700,000	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	Title	Amount or Number of Shares				
Warrant (Right to Buy)	\$10	12/28/2011		M		1,500,000		(2)	12/28/2011	Common Stock	1,500,000	\$0	13,500,000 ⁽¹⁾	I	By Spouse
Warrant (Right to Buy)	\$10	12/28/2011		S ⁽³⁾		5,950,000		(2)	12/28/2011	Common Stock	5,950,000	(3)	7,550,000 ⁽¹⁾	I	By Spouse
Warrant (Right to Buy)	\$10	12/28/2011		S ⁽⁴⁾		2,550,000		(2)	12/28/2011	Common Stock	2,550,000	(4)	5,000,000 ⁽¹⁾	I	By Spouse
Warrant (Right to Buy)	\$10	12/28/2011		S ⁽⁵⁾		1,500,000		(2)	12/28/2011	Common Stock	1,500,000	(5)	3,500,000 ⁽¹⁾	I	By Spouse
Warrant (Right to Buy)	\$10	12/28/2011		S ⁽⁶⁾		1,000,000		(2)	12/28/2011	Common Stock	1,000,000	(6)	2,500,000 ⁽¹⁾	I	By Spouse
Warrant (Right to Buy)	\$10	12/28/2011		S ⁽⁷⁾		2,500,000		(2)	12/28/2011	Common Stock	2,500,000	(7)	0	I	By Spouse
Option (Right to Buy)	\$22	12/28/2011		p ⁽³⁾		2,975,000		(2)	12/28/2012	Common Stock	2,975,000	(3)	2,975,000 ⁽¹⁾	I	By Spouse
Option (Right to Buy)	\$22	12/28/2011		p ⁽⁴⁾		1,275,000		(2)	12/28/2012	Common Stock	1,275,000	(4)	1,275,000 ⁽¹⁾	I	By Spouse
Option (Right to Buy)	\$22	12/28/2011		p ⁽⁵⁾		750,000		(2)	12/28/2012	Common Stock	750,000	(5)	750,000 ⁽¹⁾	I	By Spouse
Option (Right to Buy)	\$22	12/28/2011		p ⁽⁶⁾		500,000		(2)	12/28/2012	Common Stock	500,000	(6)	500,000 ⁽¹⁾	I	By Spouse
Option (Right to Buy)	\$22	12/28/2011		p ⁽⁷⁾		1,250,000		(2)	12/15/2013	Common Stock	1,250,000	(7)	1,250,000 ⁽¹⁾	I	By Spouse

Explanation of Responses:

- The reporting person disclaims any beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or any other purpose.
- Immediately.
- The spouse of the reporting person transferred to a third party all of his right, title and interest in the Warrant with respect to 5,950,000 shares of common stock. In consideration of such transfer the third party granted the spouse of the reporting person a one-year option to purchase 2,975,000 shares of common stock at a price of \$22.00 per share.
- The spouse of the reporting person transferred to a third party all of his right, title and interest in the Warrant with respect to 2,550,000 shares of common stock. In consideration of such transfer the third party granted the spouse of the reporting person a one-year option to purchase 1,275,000 shares of common stock at a price of \$22.00 per share.
- The spouse of the reporting person transferred to a third party all of his right, title and interest in the Warrant with respect to 1,500,000 shares of common stock. In consideration of such transfer the third party granted the spouse of the reporting person a one-year option to purchase 750,000 shares of common stock at a price of \$22.00 per share.
- The spouse of the reporting person transferred to a third party all of his right, title and interest in the Warrant with respect to 1,000,000 shares of common stock. In consideration of such transfer the third party granted the spouse of the reporting person a one-year option to purchase 500,000 shares of common stock at a price of \$22.00 per share.
- The spouse of the reporting person transferred to a third party all of his right, title and interest in the Warrant with respect to 2,500,000 shares of common stock. In consideration of such transfer the third party granted the spouse of the reporting person a two-year option to purchase 1,250,000 shares of common stock at a price of \$22.00 per share.

/s/ Richard R. Wheeler, Attorney-in-Fact 12/29/2011

** Signature of Reporting Person

Date

* 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.

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