SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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 Addre Littlefair And	ss of Reporting Perso	on [*]	2. Issuer Name and Ticker or Trading Symbol Clean Energy Fuels Corp. [CLNE]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Littlefall Allo	<u>llew J</u>			X	Director	10% Owner				
(Last)	(First)	(Middle)		X	Officer (give title below)	Other (specify below)				
C/O CLEAN ENERGY FUELS CORP. 4675 MACARTHUR COURT, SUITE 800			3. Date of Earliest Transaction (Month/Day/Year) 03/09/2017		CEO and P	President				
(Street) NEWPORT BEACH	СА	92660	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi X	Form filed by One Rep	g (Check Applicable Line) porting Person an One Reporting Person				
(City)	(State)	(Zip)								

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)	Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			Securities		7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	(Instr. 3 and 4)		(Instr. 4)
Common Stock	03/09/2017		Р		40,000	Α	\$ 2.4893 ⁽¹⁾	1,067,624	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	3A. Deemed Execution Date, if any (Month/Day/Year)			Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative Security (Instr. 5)	Securities Beneficially Owned Following Reported	Ownership Form: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)	

Explanation of Responses:

1. The shares reported in this Form 4 were purchased in separate transactions at prices ranging from \$2.46 to \$2.51, with a weighted average purchase price of \$2.4893. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the price range set forth in this footnote.

/s/ J. Nathan Jensen, Attorney-in-	03/09/2017
Fact	05/09/2017

** 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.

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