

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>3020 OLD RANCH PARKWAY, SUITE 400</u> (Street) <u>SEAL BEACH CA 90740</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>03/11/2010</u>	
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	03/11/2010		M		60,000	A	\$12	60,100	D	
Common Stock	03/11/2010		S ⁽¹⁾		60,000	D	\$20	100	D	
Common Stock	03/11/2010		M		16,750	A	\$15.27	16,850	D	
Common Stock	03/11/2010		S ⁽¹⁾		16,750	D	\$20	100	D	
Common Stock	03/11/2010		M		8,832	A	\$5.09	8,932	D	
Common Stock	03/11/2010		S ⁽¹⁾		8,832	D	\$20	100	D	
Common Stock	03/11/2010		M		6,677	A	\$6.33	6,777	D	
Common Stock	03/11/2010		S ⁽¹⁾		6,677	D	\$20	100	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
Stock Option (Right to Buy)	\$12	03/11/2010		M			60,000	(2)	05/23/2017	Common Stock	60,000	\$12	0	D	
Stock Option (Right to Buy)	\$15.27	03/11/2010		M			16,750	(3)	12/12/2017	Common Stock	16,750	\$15.27	8,250	D	
Stock Option (Right to Buy)	\$5.09	03/11/2010		M			8,832	(1)	12/09/2018	Common Stock	8,832	\$5.09	17,145	D	
Stock Option (Right to Buy)	\$6.33	03/11/2010		M			6,677	(3)	01/01/2019	Common Stock	6,667	\$6.33	12,961	D	

Explanation of Responses:

- The sales reported in this Form 4 were effected pursuant to Rule 10b5-1 trading plan adopted by the reporting person on September 14, 2009.
- All options are exercisable.
- The stock option was granted to the reporting person under the Issuer's Amended & Restated 2006 Equity Incentive Plan. The option vest as to 34% of the total shares subject to the option upon the first anniversary of the date of grant, and 33% on each anniversary thereafter until the option is fully vested.

/s/ Mitchell W. Pratt, Attorney-in-Fact 03/12/2010

** 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.