

**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>Perseus ENRG Investment, L.L.C.</u>  (Last) (First) (Middle) <u>C/O PERSEUS, L.L.C.,</u> <u>2099 PENNSYLVANIA AVENUE, N.W., 9TH FL.</u>  (Street) <u>WASHINGTON DC 20006</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Clean Energy Fuels Corp. [ CLNE ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>06/22/2007</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	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)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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**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	06/22/2007		S		292,171	D	\$11.298	6,364,971	D <sup>(1)(2)</sup>	

**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				

1. Name and Address of Reporting Person* <u>Perseus ENRG Investment, L.L.C.</u>  (Last) (First) (Middle) <u>C/O PERSEUS, L.L.C.,</u> <u>2099 PENNSYLVANIA AVENUE, N.W., 9TH FL.</u>  (Street) <u>WASHINGTON DC 20006</u>  (City) (State) (Zip)	1. Name and Address of Reporting Person* <u>PEARL FRANK H</u>  (Last) (First) (Middle) <u>C/O PERSEUS, L.L.C.,</u> <u>2099 PENNSYLVANIA AVENUE, N.W., 9TH FL.</u>  (Street) <u>WASHINGTON DC 20006</u>  (City) (State) (Zip)
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**Explanation of Responses:**

1. All of the securities reported herein are held by Perseus ENRG Investment, L.L.C. ("Perseus ENRG"). Perseus 2000, L.L.C. ("Perseus 2000") and Perseus 2000 Expansion, L.L.C. ("Perseus 2000 Expansion") are the members of Perseus ENRG and have previously contributed to Perseus ENRG all of the Clean Energy Fuels Corp. stock that they owned. The managing member of Perseus 2000 is Perseus 2000 Management, L.L.C., and the managing member of Perseus 2000 Management, L.L.C. is Perseuspur, L.L.C. Likewise, the managing member of Perseus 2000 Expansion is Perseus 2000 Expansion Management, L.L.C., and the managing member of Perseus 2000 Expansion Management, L.L.C. is Perseuspur, L.L.C. Frank H. Pearl, individually, owns 72.7% of Perseuspur, L.L.C. Mr. Pearl also is the sole director and sole shareholder of Rappahannock Investment Company, a Delaware corporation, which in turn owns the remaining 27.3% of Perseuspur, L.L.C. (Continued in footnote 2)

2. (Continued from footnote 1) Mr. Pearl has been included as a Reporting Person in this statement solely because of this control he exercises over Perseus ENRG. By virtue of such control, Mr. Pearl may be deemed a beneficial owner of the securities being reported.

**Remarks:**

Perseus ENRG Investment, L.L.C.  
/s/ Kenneth M. Socha, Executive 06/25/2007  
Vice President

/s/ Rona Kennedy, Attorney-In-  
Fact

06/25/2007

\*\* 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.**