

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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

<p>1. Name and Address of Reporting Person*</p> <p><u>TOTAL S.A.</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p>2, PLACE JEAN MILLIER</p> <p>LA DEFENSE 6</p> <hr/> <p>(Street)</p> <p>92400 I0</p> <p>COURBEVOIE</p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>Clean Energy Fuels Corp. [CLNE]</u></p> <hr/> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p>06/08/2018</p> <hr/> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>Director <input checked="" type="checkbox"/> 10% Owner</p> <p>Officer (give title below) <input type="checkbox"/> Other (specify below)</p> <hr/> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p>Form filed by One Reporting Person <input type="checkbox"/></p> <p>Form filed by More than One Reporting Person <input checked="" type="checkbox"/></p>
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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	06/08/2018		p(1)(2)		50,856,296	A	\$1.64	50,856,296	I	By Total Marketing Services S.A.

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 Election Right (Right to Buy)	\$1.64	06/08/2018		j(1)(2)		30,498,520		(2)	(2)	Common Stock	30,498,520	\$1.64	0	D	

<p>1. Name and Address of Reporting Person*</p> <p><u>TOTAL S.A.</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p>2, PLACE JEAN MILLIER</p> <p>LA DEFENSE 6</p> <hr/> <p>(Street)</p> <p>92400 I0</p> <p>COURBEVOIE</p> <hr/> <p>(City) (State) (Zip)</p>	<p>1. Name and Address of Reporting Person*</p> <p><u>Total Marketing Services S.A.</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p>24 COURS MICHELET</p> <p>LA DEFENSE 10</p> <hr/> <p>(Street)</p> <p>92800 PUTEAUX I0</p> <hr/> <p>(City) (State) (Zip)</p>
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Explanation of Responses:

- As described in further detail in the Schedule 13D filed by TOTAL S.A. ("Total") and Total Marketing Services S.A. ("Purchaser" and together with Total, the "Reporting Persons") on May 18, 2018, Purchaser and Clean Energy Fuels Corp. (the "Issuer") entered into a stock purchase agreement on May 9, 2018 (the "Purchase Agreement"), pursuant to which (A) Purchaser agreed to purchase, and the Issuer agreed to sell and issue, 50,856,296 shares of the Issuer's common stock, par value \$0.0001 per share ("Common Stock"), if certain closing conditions are satisfied or waived, including that the Issuer's stockholders approve (i) the issuance of all of the shares of Common Stock to be sold to Purchaser under the Purchase Agreement and
- (Continued from Footnote 1) (ii) an amendment to the Issuer's Restated Certificate of Incorporation to increase the number of shares of Common Stock the Issuer is authorized to issue ("Issuer Stockholder Approval").

or (B) Purchaser would have had the right (the "Stock Election Right"), exercisable in its sole discretion, to purchase 30,498,520 shares of Common Stock in the event the Issuer did not obtain the Issuer Stockholder Approval. At the Issuer's 2018 annual meeting of stockholders held on June 8, 2018, the Issuer Stockholder Approval was obtained. As a result, the Stock Election Right has been replaced with Purchaser's obligation to purchase of 50,856,296 shares of Common Stock, subject to the other standard and customary closing conditions and other terms set forth in the Purchase Agreement. The closing of the transaction and the issuance of the shares of Common Stock to Purchaser is expected to occur on June 13, 2018.

Remarks:

[/s/ Antoine Larenaudie, Group
Treasurer, on behalf of TOTAL
S.A.](#) 06/12/2018

[/s/ Philippe Montanteme, Senior
Vice President Strategy,
Marketing & Research, on behalf
of Total Marketing Services S.A](#) 06/12/2018

** 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.