

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Estimated average burden
hours per response: 0.5Filed 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>Pratt Mitchell W</u> (Last) (First) (Middle) <u>3020 OLD RANCH PARKWAY</u> <u>SUITE 200</u> (Street) <u>SEAL</u> <u>CA</u> <u>90740</u> <u>BEACH</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>05/24/2007</u>	3. Issuer Name and Ticker or Trading Symbol <u>Clean Energy Fuels Corp. [CLNE]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Sr. VP, Eng., Opp & Public Aff</u>	5. 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 Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>55,000</u>	<u>D⁽¹⁾</u>	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Stock Option (right to buy)</u>	<u>(2)</u>	<u>12/12/2012</u>	<u>Comon Stock</u>	<u>75,000</u>	<u>2.96</u>	<u>D</u>	
<u>Stock Option (right to buy)</u>	<u>(2)</u>	<u>06/11/2013</u>	<u>Common Stock</u>	<u>30,000</u>	<u>2.96</u>	<u>D</u>	
<u>Stock Option (right to buy)</u>	<u>(2)</u>	<u>02/04/2015</u>	<u>Common Stock</u>	<u>85,000</u>	<u>2.96</u>	<u>D</u>	
<u>Stock Option (right to buy)</u>	<u>(2)</u>	<u>05/05/2015</u>	<u>Common Stock</u>	<u>70,000</u>	<u>2.96</u>	<u>D</u>	
<u>Stock Option (right to buy)</u>	<u>(2)</u>	<u>05/05/2015</u>	<u>Common Stock</u>	<u>25,000</u>	<u>2.96</u>	<u>D</u>	

Explanation of Responses:

1. Boone Pickens, a director of the Issuer, possesses voting control over these shares pursuant to an agreement between the reporting person and Mr. Pickens. This voting control will expire upon the closing of the Issuer's initial public offering.

2. Immediately

Remarks:

/s/ Mitchell W. Pratt05/24/2007

** 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 5 (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.