

Pickens Madeleine
Form 4
December 29, 2011

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Pickens Madeleine

2. Issuer Name and Ticker or Trading Symbol
Clean Energy Fuels Corp. [CLNE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
8117 PRESTON ROAD, SUITE 260
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/28/2011

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

DALLAS, TX 75225

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than 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) | 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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-------------------|---|-----------|
| Common Stock | 12/28/2011 | | M | V | 1,500,000 | A | \$ 10 | 18,039,720 (1) | I | By Spouse |
| Common Stock | | | | | 1,700,000 | D | | | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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

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| 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 Underlying Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------|---|-----------------|--------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Warrant (Right to Buy) | \$ 10 | 12/28/2011 | | M | | | 1,500,000 | <u>(2)</u> | 12/28/2011 | Common Stock |
| Warrant (Right to Buy) | \$ 10 | 12/28/2011 | | S ⁽³⁾ | | | 5,950,000 | <u>(2)</u> | 12/28/2011 | Common Stock |
| Warrant (Right to Buy) | \$ 10 | 12/28/2011 | | S ⁽⁴⁾ | | | 2,550,000 | <u>(2)</u> | 12/28/2011 | Common Stock |
| Warrant (Right to Buy) | \$ 10 | 12/28/2011 | | S ⁽⁵⁾ | | | 1,500,000 | <u>(2)</u> | 12/28/2011 | Common Stock |
| Warrant (Right to Buy) | \$ 10 | 12/28/2011 | | S ⁽⁶⁾ | | | 1,000,000 | <u>(2)</u> | 12/28/2011 | Common Stock |
| Warrant (Right to Buy) | \$ 10 | 12/28/2011 | | S ⁽⁷⁾ | | | 2,500,000 | <u>(2)</u> | 12/28/2011 | Common Stock |
| Option (Right to Buy) | \$ 22 | 12/28/2011 | | P ⁽³⁾ | | 2,975,000 | | <u>(2)</u> | 12/28/2012 | Common Stock |
| Option (Right to Buy) | \$ 22 | 12/28/2011 | | P ⁽⁴⁾ | | 1,275,000 | | <u>(2)</u> | 12/28/2012 | Common Stock |
| Option (Right to Buy) | \$ 22 | 12/28/2011 | | P ⁽⁵⁾ | | 750,000 | | <u>(2)</u> | 12/28/2012 | Common Stock |
| Option (Right to Buy) | \$ 22 | 12/28/2011 | | P ⁽⁶⁾ | | 500,000 | | <u>(2)</u> | 12/28/2012 | Common Stock |
| Option (Right to Buy) | \$ 22 | 12/28/2011 | | P ⁽⁷⁾ | | 1,250,000 | | <u>(2)</u> | 12/15/2013 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--------------------------------|---------------|
|--------------------------------|---------------|

Reporting Owners

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Director 10% Owner Officer Other

Pickens Madeleine
8117 PRESTON ROAD
SUITE 260
DALLAS, TX 75225

X

Signatures

/s/ Richard R. Wheeler,
Attorney-in-Fact

12/29/2011

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) The reporting person disclaims any beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or any other purpose.

(2) Immediately.

(3) The spouse of the reporting person transferred to a third party all of his right, title and interest in the Warrant with respect to 5,950,000 shares of common stock. In consideration of such transfer the third party granted the spouse of the reporting person a one-year option to purchase 2,975,000 shares of common stock at a price of \$22.00 per share.

(4) The spouse of the reporting person transferred to a third party all of his right, title and interest in the Warrant with respect to 2,550,000 shares of common stock. In consideration of such transfer the third party granted the spouse of the reporting person a one-year option to purchase 1,275,000 shares of common stock at a price of \$22.00 per share.

(5) The spouse of the reporting person transferred to a third party all of his right, title and interest in the Warrant with respect to 1,500,000 shares of common stock. In consideration of such transfer the third party granted the spouse of the reporting person a one-year option to purchase 750,000 shares of common stock at a price of \$22.00 per share.

(6) The spouse of the reporting person transferred to a third party all of his right, title and interest in the Warrant with respect to 1,000,000 shares of common stock. In consideration of such transfer the third party granted the spouse of the reporting person a one-year option to purchase 500,000 shares of common stock at a price of \$22.00 per share.

(7) The spouse of the reporting person transferred to a third party all of his right, title and interest in the Warrant with respect to 2,500,000 shares of common stock. In consideration of such transfer the third party granted the spouse of the reporting person a two-year option to purchase 1,250,000 shares of common stock at a price of \$22.00 per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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