

Harger James N  
Form 4  
December 22, 2009

**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 \*  
Harger James N

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)  
C/O CLEAN ENERGY FUELS  
CORP., 3020 OLD RANCH  
PARKWAY, SUITE 400

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/22/2009

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP & Chief Marketing Officer

(Street)  
SEAL BEACH, CA 90740

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| COMMON STOCK                    | 12/21/2009                           |  | M                              | V   | 30,859 A \$ 2.96  | 365,437  | D   |
| COMMON STOCK                    | 12/21/2009                           |  | S <sup>(1)</sup>               |   | 30,859 D \$ 15  | 334,578  | D   |
| COMMON STOCK                    | 12/21/2009                           |  | M                              | V   | 19,141 A \$ 2.96  | 353,713  | D   |
| COMMON STOCK                    | 12/21/2009                           |  | S <sup>(1)</sup>               |   | 19,141 D \$ 15.11   | 334,578  | D   |

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

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 control number.

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(9-02)

**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 Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (Right to Buy)               | \$ 2.96  | 12/21/2009                           |  | M                              | 30,859  | <u>(2)</u> 12/12/2012                                    | Common Stock  | 30,859                        |
| Stock Options (Right to Buy)               | \$ 2.96  | 12/22/2009                           |  | M                              | 19,141  | <u>(2)</u> 12/12/2012                                    | Common Stock  | 19,141                        |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

Harger James N  
C/O CLEAN ENERGY FUELS CORP.  
3020 OLD RANCH PARKWAY, SUITE 400  
SEAL BEACH, CA 90740

SVP & Chief Marketing Officer

## Signatures

/s/ Mitchell W. Pratt,  
Attorney-in-Fact

12/22/2009

\*\*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 sales reported in this Form 4 were effected pursuant to Rule 10b5-1 trading plan adopted by the reporting person on September 4, 2009.

## Edgar Filing: Harger James N - Form 4

(2) All options are exercisable.

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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