

| 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* PICKENS BOONE (Last) (First) (Middle) C/O CLEAN ENERGY FUELS CORP. 3020 OLD RANCH PARKWAY #400 (Street) SEAL BEACH CA 90740 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol Clean Energy Fuels Corp. [CLNE] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) 06/14/2013 | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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 | | | |

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 |
| 7.5% Convertible Promissory Note | \$15.8 | 06/14/2013 | | p ⁽¹⁾ | | 1 | | (2) | (3) | Common Stock | 1,582,278 | \$22,500,000 ⁽⁴⁾ | 1 | D | |
| 7.5% Convertible Promissory Note | \$15.8 | 06/14/2013 | | p ⁽¹⁾ | | 1 | | (2) | (5) | Common Stock | 1,582,278 | \$22,500,000 ⁽⁴⁾ | 1 | D | |
| 7.5% Convertible Promissory Note | \$15.8 | 06/14/2013 | | p ⁽⁶⁾ | | 1 | | (2) | (7) | Common Stock | 949,367 | \$15,000,000 ⁽⁶⁾ | 1 | D | |

Explanation of Responses:

- The Reporting Person purchased the Note on June 14, 2013, from Chesapeake NG Ventures Corporation ("Chesapeake"), an indirect wholly owned subsidiary of Chesapeake Energy Corporation.
- The Note is convertible into Common Stock of the Issuer ("Common Stock") at the Reporting Person's option upon issuance and, therefore, the Reporting Person is deemed to beneficially own the underlying Common Stock as of June 14, 2013.
- The entire principal balance of the Note is due and payable on July 11, 2018, and the Issuer may repay the Note in Common Stock or cash.
- The Reporting Person paid Chesapeake \$22,500,000 for the Note.
- The entire principal balance of the Note is due and payable on July 10, 2019, and the Issuer may repay the Note in Common Stock or cash.
- The Reporting Person acquired the Note on June 14, 2013, from the Issuer by satisfying Chesapeake's obligation to deliver \$15 million to the Issuer (the Reporting Person had previously assumed such obligation from Chesapeake).
- The entire principal balance of the Note is due and payable on June 14, 2020, and the Issuer may repay the Note in Common Stock or cash.

/s/ Mitchell W. Pratt, Attorney-in-Fact 06/18/2013

** 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.