SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

1. Name and Address of Reporting Person[*]

Littlefair Andrew J

(Last)	(First)	(Middle)

C/O CLEAN ENERGY FUELS CORP.

4675 MACARTHUR COURT, SUITE 800

(Street)

NEWPORT BEACH	CA	92660
(City)	(State)	(Zip)

2. Issuer Name **and** Ticker or Trading Symbol

Clean Energy Fuels Corp. [CLNE]

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

10/27/2014

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

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

X   Director   10% Owner

X   Officer (give title below)   Other (specify below)

CEO and President

6. Individual or Joint/Group Filing (Check Applicable Line)

X   Form filed by One Reporting Person

   Form filed by More than One Reporting Person

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	10/27/2014		M		15,584	A	(1)	503,633	D	

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				
Restricted Stock Units	(1)	10/27/2014		M			15,584	(2)	(2)	Common Stock	15,584	$0	30,252	D	

Explanation of Responses:

1. Each restricted stock unit ("Unit") represents a contingent right to receive one share of the Issuer's common stock.

2. On September 17, 2013, the reporting person was awarded 45,836 Units. Pursuant to the terms of the related Restricted Stock Award Agreement ("Agreement"), 15,584 of the total Units vest on the first anniversary of the date of grant, and 15,126 of the total Units vest on each anniversary thereafter until the Units are fully vested. The Issuer delayed conversion of the initial 15,584 Units from September 17, 2014 to October 27, 2014 in accordance with the terms of the Agreement. The reporting person had no right in, to or with respect to the 15,584 shares of common stock until such shares were issued to the reporting person pursuant to the terms of the Agreement.

/s/ Andrew J. Littlefair   10/28/2014

** 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.