

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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

<b>1. Name and Address of Reporting Person*</b> <u>CHESAPEAKE ENERGY CORP</u>  (Last) (First) (Middle) <u>6100 N. WESTERN AVENUE</u>  (Street) <u>OKLAHOMA OK 73118</u>  (City) (State) (Zip)			<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>Clean Energy Fuels Corp. [ CLNE ]</u>		<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
			<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>06/14/2013</u>		
			<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> 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			

**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					
7.5% Convertible Promissory Note	\$15.8	06/14/2013 <sup>(1)</sup>		S		1		(2)	(3)	Common Stock	(1)(2)	(1)(2)	0	D
7.5% Convertible Promissory Note	\$15.8	06/14/2013 <sup>(1)</sup>		S		1		(2)	(3)	Common Stock	(1)(2)	(1)(2)	0	D
7.5% Convertible Promissory Note	\$15.8	06/14/2013 <sup>(1)</sup>		S		1		(2)	(3)	Common Stock	(1)(2)	(1)(2)	0	D

**Explanation of Responses:**

- On July 11, 2011, Chesapeake NG Ventures Corporation ("Chesapeake"), an indirect wholly owned subsidiary of Chesapeake Energy Corporation, entered into a Loan Agreement (the "Agreement") with Clean Energy Fuels Corp. (the "Company"), whereby Chesapeake agreed to purchase from the Company up to \$150 million aggregate principal amount of debt securities pursuant to the issuance of three convertible promissory notes (the "Notes"), each having a principal amount of \$50 million. On June 14, 2013, Chesapeake sold the two Notes that were issued on July 11, 2011 and July 10, 2012, respectively (the "Initial Notes"), and transferred its obligation to purchase, on June 28, 2013, the third Note (the "Third Note"), for an aggregate purchase price of \$85 million, plus accrued and unpaid interest (the "Sale Transaction").
- The Notes are convertible into Common Stock of the Company ("Common Stock") at the holder's option upon issuance. As a result of the Sale Transaction, Chesapeake disposed of the right to acquire a total of (i) 6,329,112 shares of Common Stock that may be issued upon conversion of the Initial Notes, and (ii) 3,164,556 shares of Common Stock that may be issued upon conversion of the Third Note.
- Subject to certain restrictions the Company can force conversion of a Note into Common Stock if, following the second anniversary of the issuance of the Note, the Common Stock shares trade at a 40% premium to the conversion price, as defined in the Agreement, for at least twenty trading days in any consecutive thirty trading day period. The entire principal balance of each Note is due and payable seven years following its issuance, and the Company may repay the Notes in Common Stock or cash.

Jennifer M. Grigsby, Sr. Vice  
President - Treasurer and 06/18/2013  
Corporate Secretary

\*\* 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.