

Corbus Barclay
Form 4
April 15, 2010

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 *
Corbus Barclay

(Last) (First) (Middle)

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

(Street)

SEAL BEACH, CA 90740

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Clean Energy Fuels Corp. [CLNE]

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

04/15/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

Senior Vice 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 or Price		
Common Stock	04/15/2010		M		15,912 A \$ 5.09	23,412	D
Common Stock	04/15/2010		S ⁽¹⁾		15,912 D \$ 20.434	7,500	D
Common Stock	04/15/2010		M		4,088 A \$ 6.33	11,588	D
Common Stock	04/15/2010		S ⁽¹⁾		4,088 D \$ 20.434	7,500	D

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

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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 Option (Right to Buy)	\$ 5.09	04/15/2010		M	15,912	<u>(2)</u> 12/09/2018	Common Stock	15,912
Stock Option (Right to Buy)	\$ 6.33	04/15/2010		M	4,088	<u>(3)</u> 01/01/2019	Common Stock	4,088

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Corbus Barclay
C/O CLEAN ENERGY FUELS CORP.
3020 OLD RANCH PARKWAY, SUITE 400
SEAL BEACH, CA 90740

Senior Vice President

Signatures

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

04/15/2010

**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 March 15, 2010.
- (2) The stock option was granted to the reporting person under the Issuer's Amended & Restated 2006 Equity Incentive Plan. The stock option becomes exercisable as to 34% of the underlying shares on 12/10/2009, the first anniversary of the date of grant, and 33% on each

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anniversary thereafter until the option is fully vested.

- The stock option was granted to the reporting person under the Issuer's Amended & Restated 2006 Equity Incentive Plan. The stock
- (3) option becomes exercisable as to 34% of the underlying shares on 01/02/2010, the first anniversary of the date of grant, and 33% on each anniversary thereafter until the option is fully vested.

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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