Clean Energy Fuels Corp. Form 4

January 05, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

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

may continue. See Instruction

1(b).

(City)

Form 5

obligations

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Pratt Mitchell W Issuer Symbol Clean Energy Fuels Corp. [CLNE] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 10% Owner Director X_ Officer (give title Other (specify C/O CLEAN ENERGY FUELS 01/05/2016 below) CORP., 4675 MACARTHUR COO and Secretary **COURT, SUITE 800** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

NEWPORT BEACH, CA 92660

(State)

(Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

						_	-		-
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3.	4. Securiti		•	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
•	(Monun Day/ Tear)	· ·	Transaction(A) or Disposed of						
(Instr. 3)		any	Code	(D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)
				(4)			Reported		
					(A)		Transaction(s)		
					or		(Instr. 3 and 4)		
			Code V	Amount	(D)	Price	(msu. 3 and 4)		
Common Stock	01/05/2016		A(1)	30,000	A	\$0	288,998	I	By Family Trust

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	TransactiorDerivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 3.63	01/05/2016		A	17,600	(2)	01/05/2026	Common Stock	17,600	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Pratt Mitchell W C/O CLEAN ENERGY FUELS CORP. 4675 MACARTHUR COURT, SUITE 800 NEWPORT BEACH, CA 92660

COO and Secretary

Signatures

/s/ Mitchell W. Pratt

01/05/2016

**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).
- Represents an award of restricted stock units ("RSUs") that vest as follows: 34% of the total shares subject to the RSUs vest upon the first anniversary of the date of grant and 33% vest on each anniversary thereafter until the RSUs are fully vested. Each RSU represents a contingent right to receive one share of the Issuer's common stock upon the vesting and settlement of the RSUs.
- (2) 34% of the total shares subject to the stock option vest upon the first anniversary of the date of grant, and 33% vest on each anniversary thereafter until the stock 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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