Wheeler Richard R Form 4 December 12, 2008

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Wheeler Richard R

(First) (Middle) (Last)

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

PARKWAY, SUITE 200

(Street)

2. Issuer Name and Ticker or Trading Symbol

Clean Energy Fuels Corp. [CLNE]

3. Date of Earliest Transaction

(Month/Day/Year) 12/10/2008

4. If Amendment, Date Original

Filed(Month/Day/Year)

X Form filed by One Reporting Person

Applicable Line)

Form filed by More than One Reporting

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

Issuer

below)

Director

X_ Officer (give title

SEAL BEACH, CA 90740 (City) (State)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code (Instr. 8)

Code V Amount (D) Price

Disposed of (D) (Instr. 3, 4 and 5) (A)

or

Beneficially Owned Following Reported Transaction(s)

(Instr. 3 and 4)

5. Amount of

Securities

(I) (Instr. 4)

6. Ownership

Form: Direct

Ownership (Instr. 4)

Indirect

(D) or Indirect Beneficial

7. Nature of

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check

10% Owner

Other (specify

Estimated average

burden hours per

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

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SEC 1474 (9-02)

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

1. Title of Derivative Conversion 3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if

5. Number of Transaction Derivative

6. Date Exercisable and **Expiration Date**

7. Title and Amount of 8 Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 5.09	12/10/2008		A	90,920		<u>(1)</u>	12/10/2018	Common Stock	90,920

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Wheeler Richard R C/O CLEAN ENERGY FUELS CORP. 3020 OLD RANCH PARKWAY, SUITE 200 SEAL BEACH, CA 90740

Chief Financial Officer

Signatures

/s/ Mitchell W. Pratt,

Attorney-in-Fact 12/11/2008

**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).

The stock option was granted to the reporting person under the Issuer's 2006 Equity Incentive Plan. The option vests as to 34% of the (1) total shares subject to the option upon 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. 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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