Wheeler Richard R Form 4 December 14, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

Number:

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

obligations

Check this box

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

2. Issuer Name and Ticker or Trading

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * Wheeler Richard R

Symbol Clean Energy Fuels Corp. [CLNE] 5. Relationship of Reporting Person(s) to

Issuer

(First)

(Middle)

3. Date of Earliest Transaction

Director

10% Owner

(Month/Day/Year) 12/12/2012

X_ Officer (give title below)

Other (specify

Chief Financial Officer

(Check all applicable)

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

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

SEAL BEACH, CA 90740

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

(State)

(Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

Reported

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

or

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 TransactionDerivative

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)	•		(Month/Day,	/Year)	(Instr. 3 and	4)	
				Code '	/ (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 13.09	12/12/2012		A	75,000)	<u>(1)</u>	12/12/2022	Common Stock	75,000

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 400 SEAL BEACH, CA 90740

Chief Financial Officer

Signatures

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

12/14/2012

**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 Amended and Restated 2006 Equity Incentive Plan. The stock (1) option vests as to 34% of the total shares subject to the stock option upon the first anniversary of the date of grant, and 33% 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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