Mitchell Warren I Form 4 December 14, 2007

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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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

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

1(b).

(Last)

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * Mitchell Warren I

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

Clean Energy Fuels Corp. [CLNE]

(Check all applicable)

C/O CLEAN ENERGY FUELS CORP. 3020 OLD RANCH PARKWAY SUITE 200

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

12/12/2007

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

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

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

SEAL BEACH, CA 90740

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned (I) Ownership (Instr. 4) Following (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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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

3. Transaction Date 3A. Deemed 1. Title of 5. Number of 6. Date Exercisable and (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date** Derivative Conversion

7. Title and Amount of 8

Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security	ee of (Month/Da vivative		Code (Instr. 8	Securities Of Acquires Of Disposition (D) (Instr. 3, and 5)	d (A) sed of	(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)	\$ 15.27	12/12/2007		A	25,000)	<u>(1)</u>	12/12/2017	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Mitchell Warren I C/O CLEAN ENERGY FUELS CORP 3020 OLD RANCH PARKWAY SUITE 200 SEAL BEACH, CA 90740



Signatures

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

12/14/2007

**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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