

Clean Energy Fuels Corp.
 Form 4
 January 13, 2017

FORM 4

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

OMB APPROVAL

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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 *
 Grace Peter J.

(Last) (First) (Middle)

C/O CLEAN ENERGY FUELS
 CORP., 4675 MACARTHUR
 COURT, SUITE 800

(Street)

NEWPORT BEACH, CA 92660

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Clean Energy Fuels Corp. [CLNE]

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

01/13/2017

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)

SVP, Sales and Finance

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 01/13/2017 | | A ⁽¹⁾ | 55,385 A \$ 0 | 123,385 | D | |
| Common Stock | | | | | 10,000 | I | By Spouse ⁽²⁾ |

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

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SEC 1474 (9-02)

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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) | \$ 2.83 | 01/13/2017 | | A | 75,936 | (³) 01/13/2027 | Common Stock | 75,936 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Grace Peter J.
C/O CLEAN ENERGY FUELS CORP.
4675 MACARTHUR COURT, SUITE 800
NEWPORT BEACH, CA 92660

SVP, Sales and Finance

Signatures

/s/ J. Nathan Jensen, 01/13/2017
Attorney-in-Fact

 **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.
- (1) The Reporting Person acquired beneficial ownership of these shares upon his marriage to the record holder of the shares on November 14, 2015. The Reporting Person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (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.