

Grace Peter J.

Form 3

December 03, 2010

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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)

2. Date of Event Requiring
Statement

(Month/Day/Year)

12/01/2010

3. Issuer Name **and** Ticker or Trading Symbol
Clean Energy Fuels Corp. [CLNE]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)C/O CLEAN ENERGY FUELS
CORP., 3020 OLD RANCH
PARKWAY #400

(Street)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

SVP, Sales and Marketing

SEAL BEACH, CA 90740

(City)

(State)

(Zip)

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person☐ Form filed by More than One
Reporting Person1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

1,000

D

A

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	Â <u>(1)</u>	10/02/2015	Common Stock	11,000	\$ 2.96	D	Â
Stock Option (Right to Buy)	Â <u>(2)</u>	05/23/2017	Common Stock	93,000	\$ 12	D	Â
Stock Option (Right to Buy)	Â <u>(3)</u>	12/12/2017	Common Stock	50,000	\$ 15.27	D	Â
Stock Option (Right to Buy)	Â <u>(4)</u>	12/09/2018	Common Stock	25,977	\$ 5.09	D	Â
Stock Option (Right to Buy)	Â <u>(5)</u>	01/01/2019	Common Stock	19,638	\$ 6.33	D	Â
Stock Option (Right to Buy)	Â <u>(6)</u>	10/08/2019	Common Stock	25,000	\$ 14.06	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Grace Peter J. C/O CLEAN ENERGY FUELS CORP. 3020 OLD RANCH PARKWAY #400 SEAL BEACH,Â CAÂ 90740	Â	Â	Â SVP, Sales and Marketing	Â

Signatures

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

12/03/2010

 Signature of Reporting Person

____Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) The stock option was granted to the Reporting Person under the Issuer's Amended and Restated 2002 Stock Option Plan. The stock option was fully vested as of December 1, 2010.
- (2) The stock option was granted to the Reporting Person under the Issuer's Amended and Restated 2006 Equity Incentive Plan (the "2006 Plan"). The stock option was fully vested as December 1, 2010.

The stock option was granted to the Reporting Person under the Issuer's 2006 Plan. 34% of the stock option shares vested on December 12, 2008, 33% of the stock option shares vested on December 12, 2009 and the remaining 33% of the stock option shares will vest on December 12, 2010.
- (3) The stock option was granted to the Reporting Person under the Issuer's 2006 Plan. 34% of the stock option shares vested on December 11, 2009, and the remaining stock option shares vest in 33% increments on each anniversary date thereafter until the stock option is fully vested.
- (4) The stock option was granted to the Reporting Person under the Issuer's 2006 Plan. 34% of the stock option shares vested on January 3, 2010, and the remaining stock option shares vest in 33% increments on each anniversary date thereafter until the stock option is fully

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vested.

- The stock option was granted to the Reporting Person under the Issuer's 2006 Plan. 34% of the stock option shares vested on October 10, (6) 2010, and the remaining stock option shares vest in 33% increments on each anniversary date 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.

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