Corbus Barclay Form 4 February 26, 2019

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number:

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subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

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 * Corbus Barclay

(First)

2. Issuer Name and Ticker or Trading Symbol

Clean Energy Fuels Corp. [CLNE]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(City)

(Instr. 3)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 02/25/2019

Director 10% Owner

(Check all applicable)

X_ Officer (give title Other (specify below) SVP, Strategic Development

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

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

(Instr. 8)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Following

NEWPORT BEACH, CA 92660

(State)

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned

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

Reported (A) Transaction(s) or

(Instr. 3 and 4) Code V Amount (D) Price

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

(Month/Day/Year)

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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 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)	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)	\$ 2.19	02/25/2019		A	88,200	<u>(2)</u>	02/25/2029	Common Stock	88,200	
Stock Option (Right to Buy)	\$ 2.19	02/25/2019		A	37,800	<u>(1)</u>	02/25/2029	Common Stock	37,800	

Reporting Owners

Reporting Owner Name / Address	Relationships					
•	Director	10% Owner	Officer	Other		

Corbus Barclay C/O CLEAN ENERGY FUELS CORP. 4675 MACARTHUR COURT, SUITE 800 NEWPORT BEACH, CA 92660

SVP, Strategic Development

Signatures

/s/ J. Nathan Jensen, Attorney-in-Fact, for Barclay Corbus

02/26/2019

**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).
 - 34%, 33% and 33% of the total shares subject to the stock option award vest on the first, second and third anniversary of the date of grant, respectively, if, as of each such date, the applicable Volume Hurdle has been achieved. For this purpose, the "Volume Hurdle" will have
- (1) been achieved if, as of the applicable vesting date, the volume of gasoline gallon equivalents of natural gas delivered by the Issuer in its most recently completed fiscal year has increased by 10% or more relative to the volume of gasoline gallon equivalents of natural gas delivered by the Issuer in the fiscal year immediately preceding the Issuer's most recently completed fiscal year.
- (2) 34% of the total shares subject to the stock option award vest on the first anniversary of the date of grant, and 33% vest on each anniversary thereafter until the award 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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