

Clean Energy Fuels Corp.
Form 8-K
September 14, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **September 14, 2011**

CLEAN ENERGY FUELS CORP.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

001-33480
(Commission File Number)

33-0968580
(IRS Employer Identification
No.)

3020 Old Ranch Parkway, Suite 400 Seal Beach, California
(Address of Principal Executive Offices)

90740
Zip Code

(562) 493-2804

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01.

Regulation FD Disclosure.

Peter J. Grace, our Senior Vice President Sales and Finance, adopted a Rule 10b5-1 Sales Plan on September 8, 2011 (the September Plan). Under the September Plan, the broker may sell a specified amount of common stock to be acquired upon the exercise of stock options on or after a specific trading day in 2011, beginning after October 8, 2011, provided that the price per underlying share is at or above a price specified in the plan. The maximum number of shares that may be sold during the duration of the September Plan is equal to 8.11% of Mr. Grace's equity holdings as of September 14, 2011 (including vested and unvested stock options). The September Plan will terminate upon the earliest of (i) September 30, 2013, (ii) the date that Mr. Grace provides written notice to the broker of the termination of the plan, (iii) the completion of all sales contemplated by the plan, (iv) the conclusion of Mr. Grace or the broker that the plan or the sales are not in compliance with Rule 10b5-1 or other applicable securities laws, or (v) other termination provisions specified in the plan.

Rule 10b5-1 permits officers and directors of public companies to adopt pre-determined plans for buying or selling specified amounts of stock. The summary of the September Plan entered into by Mr. Grace is not intended to be a comprehensive description of the terms of the plan. The plan is intended to comply with our Insider Trading Policy and with the provisions of Rule 10b5-1 under the Securities Exchange Act of 1934, as amended. All sales of common stock under the plan will be reported through appropriate filings with the Securities and Exchange Commission. Our executive officers and directors enter into Rule 10b5-1 sales plans to diversify their assets and obtain liquidity to meet financial obligations and for estate planning purposes. We do not undertake any obligation to report Rule 10b5-1 plans that may be adopted by any of our directors or officers from time to time, or to report any modification or termination of such plans.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: September 14, 2011

Clean Energy Fuels Corp.

By: /s/ Richard R. Wheeler
Name: Richard R. Wheeler
Title: Chief Financial Officer