

Global Clean Energy Holdings, Inc.
Form 4
July 05, 2011

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
ROLL ENERGY INVESTMENTS LLC

2. Issuer Name and Ticker or Trading Symbol
Global Clean Energy Holdings, Inc. [GCEH.OB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
11444 WEST OLYMPIC BLVD., 10TH FLOOR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/04/2011

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

LOS ANGELES, CA 90064

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 05/04/2011 | | C | | 5,500,000 | A | \$ 0.02 |
| Common Stock | 05/31/2011 | | X | | 945,000 | A | \$ 0.03 |

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

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.

SEC 1474 (9-02)

Edgar Filing: Global Clean Energy Holdings, Inc. - Form 4

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Option | \$ 0.02 | 05/04/2011 | | C | 5,500,000 (1) | 04/03/2011 | 07/02/2011 | Common Stock | 5,500 |
| Option | \$ 0.03 | 05/31/2011 | | X | 945,000 (2) | 03/17/2010 | 03/16/2013 | Common Stock | 945,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ROLL ENERGY INVESTMENTS LLC 11444 WEST OLYMPIC BLVD. 10TH FLOOR LOS ANGELES, CA 90064 | | X | | |

Signatures

/s/ Stewart A. Resnick, Manager, Roll Energy Investments LLC

06/30/2011

__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).

(1) On March 31, 2010, Roll Energy Investments LLC ("Roll") entered into an Option Agreement (the "Option") with Richard Palmer ("Palmer") which entitled Roll to purchase up to 5,500,000 shares of the Issuer's common stock owned by Palmer at a price equal to \$0.02 per share. The Option was exercisable in whole or in part at any time during the 90-day period commencing on April 3, 2011. Roll exercised this Option on May 4, 2011.

(2) On March 17, 2010, the Issuer issued to Roll a warrant (the "Warrant"), exercisable immediately, which entitled Roll to purchase up to 945,000 shares of the Issuer's common stock at a price equal to \$0.03 per share at any time prior to March 16, 2013. Roll exercised this Warrant on May 31, 2011.

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.