

EVOLUTION PETROLEUM CORP

Form 4

November 26, 2013

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

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

## OMB APPROVAL

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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Herlin Robert S

2. Issuer Name **and** Ticker or Trading  
Symbol  
EVOLUTION PETROLEUM CORP  
[EPM]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
2500 CITY WEST BLVD., SUITE  
1300

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/22/2013

☐ Director ☐ 10% Owner  
☒ Officer (give title below) Other (specify below)  
President/CEO

(Street)  
HOUSTON, TX 77042

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☐ 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 Beneficial Ownership (Instr. 4)
COMMON STOCK	11/22/2013		M	150,000	A \$ 1.41	1,370,640	D
COMMON STOCK	11/22/2013		F	17,422	D \$ 12.14	1,353,218	D
COMMON STOCK	11/22/2013		M	250,000	A \$ 1.41	1,603,218	D
COMMON STOCK	11/22/2013		F	29,036	D \$ 12.14	1,574,182	D
COMMON STOCK	11/22/2013		M	287,500	A \$ 1.8	1,861,682	D

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COMMON STOCK	11/22/2013	F	42,628	D	\$ 12.14	1,819,054	D
COMMON STOCK	11/22/2013	M	222,321	A	\$ 1.8	2,041,375	D
COMMON STOCK	11/22/2013	F	32,964	D	\$ 12.14	2,008,411	D
COMMON STOCK	11/22/2013	M	158,676	A	\$ 2.19	2,167,087	D
COMMON STOCK	11/22/2013	F	28,624	D	\$ 12.14	2,138,463	D
COMMON STOCK	11/22/2013	M	103,358	A	\$ 4.02	2,241,821	D
COMMON STOCK	11/22/2013	F	34,226	D	\$ 12.14	2,207,595	D
COMMON STOCK	11/22/2013	S <sup>(1)</sup>	986,956	D	\$ 12.2	1,220,639	D
COMMON STOCK	11/25/2013	M	277,679	A	\$ 1.8	1,498,318	D
COMMON STOCK	11/25/2013	M	91,324	A	\$ 2.19	1,589,642	D
COMMON STOCK	11/25/2013	M	23,852	A	\$ 4.02	1,613,494	D

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)

**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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Warrant (right to buy)	\$ 1.41	11/22/2013		M	150,000	02/15/2006 02/15/2016	Common Stock 150,000
	\$ 1.41	11/22/2013		M	250,000	02/15/2010 02/15/2016	250,000

Revocable Warrant (right to buy)								Common Stock	
Revocable Warrant (right to buy)	\$ 1.8	11/22/2013	M	287,500	10/04/2006	04/04/2015	Common Stock	287,500	
Employee Stock Option (right to buy)	\$ 1.8	11/22/2013	M	222,321	04/04/2005 <sup>(2)</sup>	04/04/2015	Common Stock	222,321	
Employee Stock Option (right to buy)	\$ 2.19	11/22/2013	M	158,676	09/07/2007 <sup>(2)</sup>	09/07/2017	Common Stock	158,676	
Employee Stock Option (right to buy)	\$ 4.02	11/22/2013	M	103,358	08/19/2008 <sup>(2)</sup>	08/19/2015	Common Stock	103,358	
Employee Stock Option (right to buy)	\$ 1.8	11/25/2013	M	277,679	04/04/2005 <sup>(2)</sup>	04/04/2015	Common Stock	277,679	
Employee Stock Option (right to buy)	\$ 2.19	11/25/2013	M	91,324	09/07/2007 <sup>(2)</sup>	09/07/2017	Common Stock	91,324	
Employee Stock Option (right to buy)	\$ 4.02	11/25/2013	M	23,852	08/19/2008 <sup>(2)</sup>	08/19/2015	Common Stock	23,852	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Herlin Robert S 2500 CITY WEST BLVD.,	X	X	President/CEO	

SUITE 1300  
HOUSTON, TX 77042

## Signatures

/s/ Robert Herlin

11/26/2013

\_\_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) Includes sales to satisfy payment of tax obligations and certain exercise price payments.
- (2) Options are fully vested. Options vest 1/8 first six months after grant date and quarterly thereafter.

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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