

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
McDonald Sterling

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  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
VP/CFO

(Street)  
HOUSTON, TX 77042

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 Beneficial Ownership (Instr. 4)
COMMON STOCK	11/22/2013		M	113,195	A \$ 1.8	524,934	D
COMMON STOCK	11/22/2013		F	16,783	D \$ 12.14	508,151	D
COMMON STOCK	11/22/2013		M	100,000	A \$ 1.41	608,151	D
COMMON STOCK	11/22/2013		F	11,614	D \$ 12.14	596,537	D
COMMON STOCK	11/22/2013		M	50,000	A \$ 1.41	646,537	D

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COMMON STOCK	11/22/2013	F	5,807	D	\$ 12.14	640,730	D
COMMON STOCK	11/22/2013	M	125,555	A	\$ 1.41	766,285	D
COMMON STOCK	11/22/2013	F	14,583	D	\$ 12.14	751,702	D
COMMON STOCK	11/22/2013	M	84,375	A	\$ 2.19	836,077	D
COMMON STOCK	11/22/2013	F	15,221	D	\$ 12.14	820,856	D
COMMON STOCK	11/22/2013	M	43,840	A	\$ 4.02	864,696	D
COMMON STOCK	11/22/2013	F	14,517	D	\$ 12.14	850,179	D
COMMON STOCK	11/22/2013	S	438,439 (1)	D	\$ 12.2	411,740	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 Underlying S (Instr. 3 and
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
STOCK OPTION (RIGHT TO BUY)	\$ 1.8	11/22/2013		M	113,195	04/04/2005 <sup>(2)</sup>	04/04/2015	Common Stock
WARRANT (RIGHT TO BUY)	\$ 1.41	11/22/2013		M	100,000	02/15/2006	02/15/2016	Common Stock
REVOCABLE WARRANT (RIGHT TO	\$ 1.41	11/22/2013		M	50,000	02/15/2010	02/15/2016	Common Stock

BUY)

STOCK  
OPTION  
(RIGHT TO  
BUY)

\$ 1.41

11/22/2013

M

125,555

02/15/2006<sup>(2)</sup>

02/15/2016

Common  
StockSTOCK  
OPTION  
(RIGHT TO  
BUY)

\$ 2.19

11/22/2013

M

84,375

09/07/2007<sup>(2)</sup>

09/07/2017

Common  
StockSTOCK  
OPTION  
(RIGHT TO  
BUY)

\$ 4.02

11/22/2013

M

43,840

08/14/2008<sup>(2)</sup>

08/14/2015

Common  
Stock

## Reporting Owners

**Reporting Owner Name / Address****Relationships**

Director   10% Owner   Officer   Other

McDonald Sterling  
2500 CITY WEST BLVD., SUITE 1300  
HOUSTON, TX 77042

VP/CFO

## Signatures

/s/ Sterling  
McDonald

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.

(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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