

EVOLUTION PETROLEUM CORP

Form 4

January 28, 2014

**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  
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2005  
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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)  
01/27/2014

\_\_\_\_ 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)	
			Code	V	Amount	(A) or (D)	Price	
COMMON STOCK	01/27/2014		M		23,300	A	\$ 4.02	433,060 D
COMMON STOCK	01/27/2014		M		65,625	A	\$ 2.19	498,685 D
COMMON STOCK	01/27/2014		M		24,445	A	\$ 1.41	523,130 D
COMMON STOCK	01/27/2014		M		236,805	A	\$ 1.8	759,935 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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 4.02	01/27/2014		M	23,300	<u>(1)</u> 08/19/2018	Common Stock 23,300
Employee Stock Option (Right to Buy)	\$ 2.19	01/27/2014		M	65,625	<u>(2)</u> 09/07/2017	Common Stock 63,625
Employee Stock Option (Right to Buy)	\$ 1.41	01/27/2014		M	24,445	<u>(3)</u> 02/15/2016	Common Stock 24,445
Employee Stock Option (Right to Buy)	\$ 1.8	01/27/2014		M	236,805	<u>(4)</u> 04/04/2015	Common Stock 236,805

## 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

01/28/2014

\_\_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) This option became exercisable in quarterly installments each year over four years, beginning after the grant date of 8/19/2008.

(2) This option became exercisable in quarterly installments each year over four years, beginning after the grant date of 9/07/2007.

(3) This option became exercisable in quarterly installments each year over four years, beginning after the grant date of 2/15/2006.

(4) This option became exercisable in quarterly installments each year over four years, beginning after the grant date of 4/04/2005.

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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