

VAALCO ENERGY INC /DE/
Form 4
March 23, 2005

FORM 4

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

OMB APPROVAL

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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 *
BROWN BROTHERS HARRIMAN & CO

2. Issuer Name and Ticker or Trading Symbol
VAALCO ENERGY INC /DE/ [EGY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
140 BROADWAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/17/2005

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

NEW YORK, NY 10005

(City) (State) (Zip)

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

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	03/17/2005		C		18,334,250	A	<u>(3)</u> 31,263,441	I	See footnote <u>(1)</u>
Common Stock	03/17/2005		X		4,635,244	A	<u>(4)</u> 35,898,685	I	See footnote <u>(1)</u>
Common Stock	03/22/2005		J ⁽²⁾		35,898,685	D	\$ 3.85 0	I	See footnote <u>(1)</u>

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

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(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 Derivatives 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)	Amount Number Shares
					V	(A)	(D)	Date Exercisable		
Preferred Stock	(3)	03/17/2005		C		6,667	(5)	(6)	Common Stock	18,334
Warrants	(4)	03/17/2005		X		7,500,000	(5)	06/10/2007	Common Stock	4,635

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROWN BROTHERS HARRIMAN & CO 140 BROADWAY NEW YORK, NY 10005			X	

Signatures

/s/ Lawrence C. Tucker,
Partner 03/23/2005

**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) By The 1818 Fund II, L.P. ("Fund II"). Brown Brothers Harriman & Co. is the general partner of Fund II, and, as such, its pecuniary interest in the securities is limited to its percentage interest in such securities.
- (2) Sale of Common Stock pursuant to a registration statement filed by Vaalco Energy, Inc. with the Securities and Exchange Commission on December 27, 2004.
- (3) 6,667 shares of Preferred Stock were converted into 18,334,250 shares of Common Stock for no additional consideration in accordance with the terms of the Preferred Stock.
- (4) The exercise price of \$0.50 per share was paid by the forfeiture in accordance with the terms of the Warrants of an aggregate of 614,755 Warrants with respect to shares of Common Stock.

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(5) Immediate.

(6) Not applicable.

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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