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WHITEHEAD ALBERT E

Form 4 July 08, 2010

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

if no longer subject to Section 16.

Check this box

January 31, Expires: 2005

Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

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

1(b).

STOCK

(Print or Type Responses)

| 1. Name and Address of Reporting Person * WHITEHEAD ALBERT E | | | 2. Issuer Name and Ticker or Trading Symbol EMPIRE PETROLEUM CORP [EMPR] | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
|--|-----------------------------------|--------------------|---|---------------------------------------|----------------------------------|--------------------------|------------|--|--|---|--|
| (Last) 8801 S. YAI | (First) LE, SUITE 120 | (Middle) | 3. Date of 1 (Month/Da 07/08/20 | y/Year) | | | | _X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below) PRESIDENT | | | |
| | (Street) | | 4. If Amen Filed(Month | | _ | | A | 6. Individual or Joi Applicable Line) | • | | |
| TULSA, OK | 74137-3575 | | | | | | _ | X_Form filed by O Form filed by Mo Person | 1 0 | | |
| (City) | (State) | (Zip) | Table | I - Non-D | erivative S | ecuritie | s Acqui | red, Disposed of, | or Beneficial | ly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction I (Month/Day/Ye | ear) Execut any | eemed tion Date, if h/Day/Year) | 3. Transacti Code (Instr. 8) | 4. Securitor(A) or Di (Instr. 3, | sposed (4 and 5) (A) or | of (D) | 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 | 07/08/2010 | | | P P | 555,556 | ` ´ | \$ 0.09 | 16,268,378 | D | | |
| COMMON | | | | | | | | 2 815 283 | ī | BY TRUST | |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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TRUST

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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. Transactic Code (Instr. 8) | 5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amo Underlying Secu (Instr. 3 and 4) |
|---|---|--------------------------------------|---|--|---|--|--------------------|---|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title |
| COMMON STOCK WARRANTS (RIGHT TO BUY) | \$ 0.5 | 07/06/2010 | | Р | 277,778 | 07/06/2010 | 07/05/2011 | COMMON STOCK |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|-----------|-------|--|--|--|
| r | Director | 10% Owner | Officer | Other | | | |
| WHITEHEAD ALBERT E 8801 S. YALE SUITE 120 TULSA, OK 74137-3575 | X | X | PRESIDENT | | | | |

Signatures

ALBERT E.
WHITEHEAD

**Signature of Reporting

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).

THE HOLDINGS SHOWN ARE HELD IN THE LACY E. WHITEHEAD LIVING TRUST, WHICH IS THE REPORTING PERSONS SPOUSE. THE REPORTING PERSON DISCLAIMS OWNERSHIP OF THESE HOLDINGS, AND THIS REPORT SHOULD NOT BE DEEMED AN ADMISSION THAT THE REPORTING PERSON IS THE BENEFICIAL OWNER OF THESE HOLDINGS FOR PURPOSES OF SECTION 16 OR FOR ANY OTHER PURPOSES.

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.

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