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WHITEHEA Form 4	D ALBERT E										
April 12, 201									OMB AF	PROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287		
Check thi if no long subject to Section 1 Form 4 o Form 5 obligation may cont	box 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							Expires: January 31 Expires: 2005 Estimated average burden hours per response 0.5			
See Instru 1(b).		30(h)	of the In	vestment	Company	Act o	of 194	0			
(Print or Type F	Responses)										
WHITEHEAD ALBERT E Syn EM			Symbol	Symbol EMPIRE PETROLEUM CORP				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(M				3. Date of Earliest Transaction (Month/Day/Year) 04/04/2013				_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below) below) President			
				onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
TULSA, OK	X 74136-1020							Form filed by M Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative Se	curiti	es Acqu	iired, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deen Execution any (Month/D	n Date, if	Code (Instr. 8)	4. Securitie r(A) or Disp (Instr. 3, 4 a	(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	04/04/2013			Code V G	Amount 300,000	(D) D	\$ 0.01	23,968,628	D		
Common Stock								2,815,283	Ι	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 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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)	4. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
WHITEHEAD ALBERT E 6506 S. LEWIS AVE SUITE 112 TULSA, OK 74136-1020	х	Х	President				
Signatures							
ALBERT E WHITEHEAD	04/12/20	13					
<u>**</u> 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

(1) DEEMED AN ADMISSION THAT THE REPORTING PERSON IS THE BENEFICIAL OWNER OF THESE HOLDINGS FOR THE PURPOSE 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.

Person

(1)