DEMARE NICK Form 4 July 01, 2009

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

2. Issuer Name and Ticker or Trading

GEOPETRO RESOURCES CO

3. Date of Earliest Transaction

4. If Amendment, Date Original

(Month/Day/Year)

Filed(Month/Day/Year)

06/26/2009

(Print or Type Responses)

1. Name and Address of Reporting Person *

DEMARE NICK

(Last) (First)

(Middle)

Symbol

[GPR]

1305 1090 W GEORGIA ST

(Street)

VANCOUVER CITY

BC, A1 9999999999 (City) (State)

Security (Month/Day/Year)

(Instr. 3)

1.Title of

2. Transaction Date 2A. Deemed

Execution Date, if

(Zip)

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

(Month/Day/Year)

(Instr. 8)

Code Disposed of (D)

(Instr. 3, 4 and 5)

TransactionAcquired (A) or

4. Securities

(A)

Code V Amount (D) Price

OMB

Number:

January 31, Expires: 2005

OMB APPROVAL

3235-0287

0.5

Estimated average burden hours per

response...

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

X_ Director 10% Owner Officer (give title Other (specify

below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X 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

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned (I) Ownership Following (Instr. 4) (Instr. 4)

Reported Transaction(s)

(Instr. 3 and 4)

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required to respond unless the form displays a currently valid OMB control

number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative

5. Number of

6. Date Exercisable and **Expiration Date**

7. Title and Amount Underlying Securities

(9-02)

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Code

Securities

(Month/Day/Year)

(Instr. 3 and 4)

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A or Disposed (D) (Instr. 3, 4, and 5)	sposed of 3, 4,			,
			Code V	(A) (D) Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shar
Stock Option Right to	\$ 1	06/26/2009	A	15,000	06/26/2009(1)	06/25/2014	Common stock	15,00

Reporting Owners

or Exercise

Reporting Owner Name / Address

Director 10% Owner Officer Other

DEMARE NICK

anv

1305 1090 W GEORGIA ST X VANCOUVER CITY BC, A1 9999999999

Signatures

Security

Purchase

/s/ NICK DEMARE 07/01/2009

**Signature of Date
Reporting Person

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) OPTIONS VEST AT THE RATE OF 20% PER YEAR COMMENCING ON JUNE 25, 2010.

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.

Reporting Owners 2