

McDonald Sterling
Form 4
March 11, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/28/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP/CFO

HOUSTON, TX 77042

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

(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 Ownership: Beneficial or Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
COMMON STOCK	02/28/2013		F	480 D \$ 10.25	174,554	D	
COMMON STOCK	03/08/2013		S ⁽¹⁾	1,402 D \$ 9.96	173,152	D	
COMMON STOCK	03/08/2013		M	243,725 A \$ 0.25	416,877	D	
COMMON STOCK	03/08/2013		F	6,275 D \$ 9.96	410,602	D	
COMMON STOCK	03/10/2013		S ⁽¹⁾	728 D \$ 10.05	409,874	D	

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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 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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
STOCK OPTION (RIGHT TO PURCHASE)	\$ 0.25	03/08/2013		M	250,000	<u>(2)</u>	11/11/2013	COMMON STOCK

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

03/11/2013

**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 SALE WAS EFFECTED PURSUANT TO A RULE 10b5-1 TRADING PLAN ADOPTED BY THE REPORTING PERSON.
- (2) THE OPTION VESTED OVER A PERIOD OF FOUR YEARS AS FOLLOWS: 1/8TH VESTED ON MAY 11, 2004 AND 1/16TH VESTED AT THE END OF EACH SUCCESSIVE THREE MONTH PERIOD.

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.