

EVOLUTION PETROLEUM CORP
 Form 4
 November 26, 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)
 11/22/2013

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ 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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
COMMON STOCK	11/22/2013		M		\$ 1.8	524,934	D
COMMON STOCK	11/22/2013		F		\$ 12.14	508,151	D
COMMON STOCK	11/22/2013		M		\$ 1.41	608,151	D
COMMON STOCK	11/22/2013		F		\$ 12.14	596,537	D
COMMON STOCK	11/22/2013		M		\$ 1.41	646,537	D

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COMMON STOCK	11/22/2013	F	5,807	D	\$ 12.14	640,730	D
COMMON STOCK	11/22/2013	M	125,555	A	\$ 1.41	766,285	D
COMMON STOCK	11/22/2013	F	14,583	D	\$ 12.14	751,702	D
COMMON STOCK	11/22/2013	M	84,375	A	\$ 2.19	836,077	D
COMMON STOCK	11/22/2013	F	15,221	D	\$ 12.14	820,856	D
COMMON STOCK	11/22/2013	M	43,840	A	\$ 4.02	864,696	D
COMMON STOCK	11/22/2013	F	14,517	D	\$ 12.14	850,179	D
COMMON STOCK	11/22/2013	S	438,439 <u>(1)</u>	D	\$ 12.2	411,740	D

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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(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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
STOCK OPTION (RIGHT TO BUY)	\$ 1.8	11/22/2013		M	113,195	04/04/2005 ⁽²⁾	04/04/2015	Common Stock
WARRANT (RIGHT TO BUY)	\$ 1.41	11/22/2013		M	100,000	02/15/2006	02/15/2016	Common Stock
REVOCABLE WARRANT (RIGHT TO BUY)	\$ 1.41	11/22/2013		M	50,000	02/15/2010	02/15/2016	Common Stock

BUY)

STOCK
OPTION
(RIGHT TO
BUY)

\$ 1.41

11/22/2013

M

125,555

02/15/2006⁽²⁾

02/15/2016

Common
StockSTOCK
OPTION
(RIGHT TO
BUY)

\$ 2.19

11/22/2013

M

84,375

09/07/2007⁽²⁾

09/07/2017

Common
StockSTOCK
OPTION
(RIGHT TO
BUY)

\$ 4.02

11/22/2013

M

43,840

08/14/2008⁽²⁾

08/14/2015

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

11/26/2013

**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) Includes sales to satisfy payment of tax obligations.

(2) Options are fully vested. Options vest 1/8 first six months after grant date and quarterly thereafter.

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.