

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 *
 Mazzanti Daryl V

2. Issuer Name and Ticker or Trading Symbol
 EVOLUTION PETROLEUM CORP
 [EPM]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 V.P. Operations

(Last) (First) (Middle)
 2500 CITY WEST BLVD., SUITE 1300
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/22/2013

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 (Instr. 4)
				(A) or (D)	Price		
COMMON STOCK	11/22/2013		M		200,000 A \$ 1.61		D
COMMON STOCK	11/22/2013		F		26,524 D \$ 12.14		D
COMMON STOCK	11/22/2013		M		76,167 A \$ 1.61		D
COMMON STOCK	11/22/2013		F		10,101 D \$ 12.14		D
COMMON STOCK	11/22/2013		M		119,657 A \$ 2.55		D

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COMMON STOCK	11/22/2013	F	25,134	D	\$ 12.14	527,749	D
COMMON STOCK	11/22/2013	M	138,671	A	\$ 2.19	666,420	D
COMMON STOCK	11/22/2013	F	25,016	D	\$ 12.14	641,404	D
COMMON STOCK	11/22/2013	M	50,105	A	\$ 4.02	691,509	D
COMMON STOCK	11/22/2013	F	16,592	D	\$ 12.14	674,917	D
COMMON STOCK	11/22/2013	S	<u>383,233</u> (1)	D	\$ 12.2	291,684	D
COMMON STOCK	11/26/2013	M	273,833	A	\$ 1.61	565,517	D
COMMON STOCK	11/26/2013	M	30,343	A	\$ 1.61	595,860	D
COMMON STOCK	11/26/2013	M	61,329	A	\$ 2.19	657,189	D
COMMON STOCK	11/26/2013	M	17,035	A	\$ 4.02	674,224	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
REVOCABLE WARRANT	\$ 1.61	11/22/2013		M	200,000	06/23/2009	06/23/2015	Common Stock
STOCK OPTION (RIGHT TO BUY)	\$ 1.61	11/22/2013		M	76,167	06/23/2005 ⁽²⁾	06/23/2015	Common Stock

STOCK OPTION (RIGHT TO BUY)	\$ 2.55	11/22/2013	M	119,657	05/05/2006 ⁽²⁾	05/05/2016	Common Stock
STOCK OPTION (RIGHT TO BUY)	\$ 2.19	11/22/2013	M	138,671	09/07/2007 ⁽²⁾	09/07/2017	Common Stock
STOCK OPTION (RIGHT TO BUY)	\$ 4.02	11/22/2013	M	50,105	08/19/2008 ⁽²⁾	08/19/2015	Common Stock
STOCK OPTION (RIGHT TO BUY)	\$ 1.61	11/26/2013	M	273,833	06/23/2005	06/23/2015	Common Stock
STOCK OPTION (RIGHT TO BUY)	\$ 2.55	11/26/2013	M	30,343	05/05/2006	05/05/2016	Common Stock
STOCK OPTION (RIGHT TO BUY)	\$ 2.19	11/26/2013	M	61,329	09/07/2007	09/07/2017	Common Stock
STOCK OPTION (RIGHT TO BUY)	\$ 4.02	11/26/2013	M	17,035	08/19/2008	08/19/2015	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mazzanti Daryl V 2500 CITY WEST BLVD., SUITE 1300 HOUSTON, TX 77042			V.P. Operations	

Signatures

/s/ Daryl
Mazzanti

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 and certain exercise price payments.

(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.

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