

EVOLUTION PETROLEUM CORP  
 Form 4  
 October 23, 2009

**FORM 4**

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

OMB APPROVAL

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**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 \*  
 MCAFEE ERIC A

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)  
 20400 STEVENS CREEK BLVD.,  
 SUITE 700  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 08/04/2009

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 \_\_\_X\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)

CUPERTINO, CA 95014

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_X\_\_\_ 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 Ownership (Instr. 4) |                          |   |                 |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|--------------------------|---|-----------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |                          |   |                 |
| Common Stock                    | 08/04/2009                           |  | S                              |   | 190,000   | D  | \$ 2.48                                    | 600,000                  | D |                 |
| Common Stock                    | 08/31/2009                           |  | S                              |   | 10,000  | D  | \$ 2.63                                    | 1,654,200 <sup>(4)</sup> | I | P2 Capital, LLC |
| Common Stock                    | 09/01/2009                           |  | S                              |   | 11,900  | D  | <u>(1)</u>                                 | 1,642,300 <sup>(4)</sup> | I | P2 Capital, LLC |
| Common Stock                    | 09/09/2009                           |  | S                              |   | 25,900  | D  | <u>(2)</u>                                 | 1,616,400 <sup>(4)</sup> | I | P2 Capital,     |



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- (2) Between 9/9/09 and 9/10/09 25,900 shares were sold as follows: 8,000 at \$3.00; 4,800 at \$2.835 and 13,100 at \$3.14.
- (3) Between 9/11/09 and 9/14/09 22,200 shares were sold as follows; 10,000 at \$3.176; 4,000 at \$3.203 and 8,200 at \$3.00
- (4) Represents shares held by P2 Capital, LLC, an entity owned by Mrs. McAfee and Mr. and Mrs. McAfee's minor children, and over which Marguerite McAfee has sole voting and dispositive power. Mr. McAfee disclaims beneficial ownership of these shares.

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.