COFFMAN MICHAEL C

Form 4

December 12, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

Expires:

Form filed by More than One Reporting

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading COFFMAN MICHAEL C Issuer Symbol PANHANDLE OIL & GAS INC (Check all applicable) [PHX] (Last) (First) (Middle) 3. Date of Earliest Transaction _X_ Director 10% Owner Other (specify X_ Officer (give title (Month/Day/Year) below) 5400 GRAND BLVD., SUITE 300 12/11/2012 Chief Executive Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

OKLAHOMA CITY, OK 73112

| (City) | (State) (| Zip) Table | e I - Non-D | erivative S | Securi | ties Acquir | ed, Disposed of, | or Beneficiall | y Owned |
|--------------------------------|--------------------------------------|-------------------------------|--------------------|---------------|------------------|--------------|--|--|-------------------------|
| 1.Title of Security | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if | | omr Dispos | ed of | ` / | 5. Amount of Securities | 6. Ownership | 7. Nature of Indirect |
| (Instr. 3) | | any | Code | | | | Beneficially | Form: | Beneficial |
| | | (Month/Day/Year) | (Instr. 8) Code V | Amount | (A) or (D) | Price | Owned Following Reported Transaction(s) (Instr. 3 and 4) | Direct (D) or Indirect (I) (Instr. 4) | Ownership (Instr. 4) |
| Panhandle Class A Common | 12/11/2012 | 12/11/2012 | A | 13,361 (1) | A | \$ 0.0167 | 160,991 | D | |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Person

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

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| 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. Transactic Code (Instr. 8) | 5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) | | ate | 7. Title a Amount of Underlying Securities (Instr. 3 a | of ng s | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|---|--------------------------------------|---|--|---|---------------------|--------------------|--|---------------|---|--|
| | | | | Code V | (Instr. 3, 4, and 5) (A) (D) | Date Exercisable | Expiration Date | or Title Nu of | umber | | |

Reporting Owners

OKLAHOMA CITY, OK 73112

| Reporting Owner Name / Address | Relationships | | | | | | |
|----------------------------------|---------------|-----------|-------------------------|-------|--|--|--|
| Treporting O mar France, Frances | Director | 10% Owner | Officer | Other | | | |
| COFFMAN MICHAEL C | | | | | | | |
| 5400 GRAND BLVD., SUITE 300 | X | | Chief Executive Officer | | | | |

Signatures

/s/ Michael C.
Coffman

**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) Amount represents the number of shares of restricted stock granted under the Panhandle Oil and Gas 2010 Restricted Stock Plan. The shares will vest in one installment on the 3rd anniversary date, subject to certain stock price growth restrictions.

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.

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