

EVOLUTION PETROLEUM CORP  
Form 4  
September 06, 2016

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Joe David

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)  
1155 DAIRY ASHFORD, SUITE  
425  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/01/2016

\_\_\_\_ Director  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
SVP & CFO

HOUSTON, TX 77079

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount or Price (A) or (D)                                                                    |                                                          |                                   |
| Common Stock                    | 09/01/2016                           |                                                    | F                              |                                                                   | 9,136<br>(1)<br>\$ 5.67                                                                       | D                                                        |                                   |
| Common Stock                    | 09/01/2016                           |                                                    | A                              |                                                                   | 44,092<br>(2)<br>\$ 5.67                                                                      | A                                                        |                                   |
| Common Stock                    | 09/01/2016                           |                                                    | M                              |                                                                   | 6,021<br>(3)<br>\$ 5.67                                                                       | A                                                        |                                   |

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**

SEC 1474  
(9-02)

**displays a currently valid OMB control number.**

**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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
| Contingent Performance Stock Grant         | \$ 0                                                   | 09/01/2016                           |                                                    | M                              | 6,021                                                                                   | <u>(3)</u> 12/04/2019                                    | Common Stock                                                |
| Common Stock                               | \$ 0                                                   | 09/01/2016                           |                                                    | A                              | 14,697                                                                                  | <u>(2)</u> 09/01/2020                                    | Common Stock                                                |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |           |       |
|-----------------------------------------------------------------|---------------|-----------|-----------|-------|
|                                                                 | Director      | 10% Owner | Officer   | Other |
| Joe David<br>1155 DAIRY ASHFORD, SUITE 425<br>HOUSTON, TX 77079 |               |           | SVP & CFO |       |

## Signatures

/s/ David Joe                      09/06/2016

\*\*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) Shares surrendered to the Company to pay income tax withholding obligations.

(2) The Company granted these shares of restricted stock pursuant to the Company's Amended and Restated 2004 Stock Plan, subject to specific performance goals and other vesting criteria.

(3) Contingent Restricted Stock award granted on December 4, 2015 that vested upon attainment of a specific performance goal.

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.