

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<br><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.**

SEC 1474  
(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 <sup>(2)</sup>                                | 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<sup>(2)</sup>

02/15/2016

Common  
StockSTOCK  
OPTION  
(RIGHT TO  
BUY)

\$ 2.19

11/22/2013

M

84,375

09/07/2007<sup>(2)</sup>

09/07/2017

Common  
StockSTOCK  
OPTION  
(RIGHT TO  
BUY)

\$ 4.02

11/22/2013

M

43,840

08/14/2008<sup>(2)</sup>

08/14/2015

Common  
Stock

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| McDonald Sterling<br>2500 CITY WEST BLVD., SUITE 1300<br>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.

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