Storm Cat Energy CORP Form 4 January 28, 2008

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

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)

(Last)

(City)

1. Name and Address of Reporting Person * CLARK ROBERT J

> (First) (Middle)

1125 17TH ST., STE. 2310

(Street)

(State)

DENVER, X1 80202

2. Issuer Name and Ticker or Trading Symbol

Storm Cat Energy CORP [SCU]

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

01/24/2008

4. If Amendment, Date Original

Filed(Month/Day/Year)

Person Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

(Zip)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

Owned Following Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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.

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

1. Title of 3. Transaction Date 3A. Deemed Derivative Conversion (Month/Day/Year) Execution Date, if Security or Exercise (Instr. 3) Price of (Month/Day/Year)

5. Number of 4. **TransactionDerivative** Code Securities (Instr. 8) Acquired (A)

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount Underlying Securitie (Instr. 3 and 4)

OMB APPROVAL

OMB 3235-0287 Number: January 31,

2005 Estimated average burden hours per

response... 0.5

> 10% Owner Other (specify

> > 7. Nature of

Ownership

(Instr. 4)

SEC 1474

(9-02)

Indirect

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

(Instr. 4)

(D) or Indirect Beneficial

X Form filed by One Reporting Person Form filed by More than One Reporting

(Check all applicable)

Issuer

below)

5. Amount of

Beneficially

Securities

X_ Director

Applicable Line)

Officer (give title

Expires:

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Derivative or Disposed of Security (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Exercisable Expiration Title Amour Date Numbe of Shar **Options** to Common Purchase $$0.7 \frac{(1)}{}$ 07/24/2008(2) 01/24/2013 01/24/2008 A 25,000 25,00 Shares Common

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

CLARK ROBERT J

1125 17TH ST., STE. 2310 X

DENVER, X1 80202

Signatures

Shares

By:/s/ Paul Wiesner, by power of attorney

01/28/2008

Date

**Signature of Reporting Person

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) Options granted at closing TSX price on 1/24/08 (converted to US\$ using the Bank of Canada closing exchange rate of \$0.9929)
- (2) Mr. Clark's Options were granted on January 24, 2008 and vestas to 8,333 on July 24, 2008, 8,333 on January 24, 2009 and 8,333 on July 24, 2009.

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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