

WILLIFORD CHRIS E
Form 4
March 24, 2011

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 *
WILLIFORD CHRIS E

2. Issuer Name and Ticker or Trading Symbol
ABRAXAS PETROLEUM CORP
[AXAS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
18803 MEISNER DRIVE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/22/2011

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
EVP/CFO

SAN ANTONIO, TX 78258

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 | | |
| Abraxas Petroleum Common Stock | 03/22/2011 | | M | | 20,000 A \$ 0.66 | 203,509 | D |
| Abraxas Petroleum Common Stock | 03/22/2011 | | F | | 2,710 D \$ 4.87 | 200,799 | D |

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

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SEC 1474 (9-02)

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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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Employee Stock Option | \$ 0.66 | 03/22/2011 | | M | 20,000 | 03/21/2011 03/23/2011 | Abraxas Petroleum Common Stockk 20,000 |
| Employee Stock Option | \$ 4.72 | | | | | 03/15/2012 03/15/2021 | Abraxas Petroleum Common Stock 30,000 |
| Employee Stock Option | \$ 2.09 | | | | | 03/16/2011 03/16/2020 | Abraxas Petroleum Common Stock 60,000 |
| Employee Stock Option | \$ 1.75 | | | | | 10/05/2010 10/05/2015 | Abraxas Petroleum Common Stockk 66,930 |
| Employee Stock Option | \$ 0.99 | | | | | 03/17/2010 03/17/2019 | Abraxas Petroleum Common Stockk 50,000 |
| Employee Stock Option | \$ 3.6 | | | | | 08/28/2011 08/28/2017 | Abraxas Petroleum Common Stockk 15,230 |
| Employee Stock Option | \$ 4.59 | | | | | 09/13/2009 09/13/2015 | Abraxas Petroleum Common Stockk 100,000 |
| Employee Stock Option | \$ 0.65 | | | | | 11/22/2006 11/22/2012 | Abraxas Petroleum Common Stockk 43,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WILLIFORD CHRIS E 18803 MEISNER DRIVE SAN ANTONIO, TX 78258 | | | EVP/CFO | |

Signatures

Chris E.
Williford

03/24/2011

__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).

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.