

TETON ENERGY CORP  
Form RW  
September 09, 2005

August 2, 2005

BY EDGAR

Securities and Exchange Commission  
Division of Corporate Finance  
450 Fifth Street, N.W.  
Washington, D.C. 20549

Re: Teton Energy Corporation  
(File No. 333-105942)  
Form RW - Withdrawal

Ladies and Gentlemen:

**Pursuant to the General Rules and Regulations under the Securities Act of 1933, as amended, Teton Energy Corporation (f/k/a Teton Petroleum Company) (the Registrant ) on June 6, 2003 submitted electronically via the EDGAR system its Form SB-2 for securities to be registered pursuant to the Securities Act of 1933, as amended, and subsequently filed Amendment No. 1 thereto on July 28, 2003, and Amendment No. 2 thereto on February 22, 2004 (collectively, the Registration Statement ).**

**On July 16, 2004, the Company sold its then-only operating asset. Accordingly, we hereby respectfully request the withdrawal of the Registration Statement 333-105942.**

Sincerely,

Karl F. Arleth

President and CEO

Teton Energy Corporation 410 17<sup>th</sup> Street, Suite 1850 Denver, CO 80202 Tel: 303-565-4600

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