

KESTREL ENERGY INC
Form 4
July 07, 2005

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 *
SAMSON OIL & GAS N.L.

2. Issuer Name and Ticker or Trading Symbol
KESTREL ENERGY INC [KEST]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
LEVEL 36 EXCHANGE PLAZA, 2
THE ESPLANADE

3. Date of Earliest Transaction
(Month/Day/Year)
06/27/2005

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

(Street)
PERTH, C3 6000

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
__X__ 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 (A) or (D) Price | | | |
| Common Stock | 06/27/2005 | | J ⁽¹⁾ | 167,600 A 1.18 | \$ 8,347,577 | 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)

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| 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title An Nu Sha |
| Convertible Note | \$ 1.5 | 06/30/2005 | | J ⁽³⁾ | 2,333,333 | 06/30/2005 06/30/2006 | Common Stock 2, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SAMSON OIL & GAS N.L. LEVEL 36 EXCHANGE PLAZA 2 THE ESPLANADE PERTH, C3 6000 | | X | | |

Signatures

/s/ Denis I. Rakich, Company Secretary
07/06/2005
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) The Reporting Person exchanged shares of its stock for shares of the Issuer held by non-U.S. residents.
 - (2) Based on the value of the shares exchanged by the Reporting Person at the time of the exchange.
The Reporting Person was issued a convertible note by the Issuer in the principal amount of \$3,500,000 evidencing a revolving loan in the same amount. The note is convertible by the Reporting Person for all or any portion of the unpaid principal and interest owed at \$1.50 per share of the Issuer, initially 2,333,333 shares based on the principal amount. Because, the amount of unpaid principal and interest varies from time to time, the actual number of shares into which the note may be converted will likewise vary.
 - (3)

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.