

ASPEN EXPLORATION CORP
 Form 4/A
 October 02, 2008

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 *
BAILEY ROBERT V

2. Issuer Name and Ticker or Trading Symbol
**ASPEN EXPLORATION CORP
 [ASPN]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
09/30/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer and VP

**C/O ASPEN EXPLORATION
 CORP, 2050 S ONEIDA ST SUITE
 208**

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
03/10/2008

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

DENVER, CO 80224-2426

(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)
Common Stock - \$.005 Par Value				(A) Amount	1,241,776	D	
Common Stock - \$.005 Par Value				(A) Amount	32,000	I	By Trust
Common Stock -				(A) Amount	16,320	I ⁽¹⁾	By Wife

\$.005 Par Value

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

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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 Security (Instr. 3 and 4)	
					Code	V (A) (D)	Date Exercisable	Expiration Date		
Option	\$ 2.67						01/01/2006	01/01/2010	Common Stock	65,
Option <u>(2)</u>	\$ 2.14	09/30/2008		J		36,240	09/30/2008	02/27/2013	Common Stock	36,
Option <u>(2)</u>	\$ 2.14	09/30/2008		J		30,427	09/30/2008	09/30/2008	Common Stock	30,
Option <u>(2)</u>	\$ 2.14						09/30/2009	02/27/2013	Common Stock	133

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAILEY ROBERT V C/O ASPEN EXPLORATION CORP 2050 S ONEIDA ST SUITE 208 DENVER, CO 80224-2426	X	X	Chief Executive Officer and VP	

Signatures

/s/ R. V. Bailey 10/02/2008
 **Signature of Date
 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) These shares are owned by Mieko Nakamura Bailey (wife).

On February 27, 2008 Mr. Bailey was granted an option to purchase 200,000 of common stock pursuant to the Aspen Exploration Corporation 2008 Equity Plan. On September 30, 2008, 36,240 of the options were deemed earned as a result of the Company meeting

- (2) specific performance goals for the year ended June 30, 2008, 30,427 were deemed unearned, and 133,333 remain unvested, subject to meeting performance goals as of September 30, 2009 and 2010. This transaction is exempt from Section 16(b) as a result of Rule 16b-3(d). The unvested options are not yet subject to the reporting requirements.

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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