

US ENERGY CORP
Form 4
October 21, 2005

FORM 4

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

OMB APPROVAL

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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 *
HERRON HAROLD F

(Last) (First) (Middle)
877 NORTH 8TH WEST

(Street)

RIVERTON, WY 82501

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
US ENERGY CORP [USEG]

3. Date of Earliest Transaction
(Month/Day/Year)
10/14/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

SR VICE PRESIDENT

6. Individual or Joint/Group Filing(Check Applicable Line)

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| U.S. Energy Common Stock | | | | (A) or (D) | V Amount Price | | |
| U.S. Energy Common Stock | | | | (A) or (D) | 143,865 | D (1) (2) (3) | |
| U.S. Energy Common Stock | | | | (A) or (D) | 812,915 | I (4) (5) (6) | By Corporation |
| U.S. Energy Common Stock | | | | (A) or (D) | 4,500 | I (7) | By Custodian For Child |

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| | | | |
|-----------------------------------|---------|------------------|----------|
| U.S. Energy Common Stock | 25,698 | I ⁽⁸⁾ | By ESOP |
| U.S. Energy Common Stock | 155,811 | I ⁽⁹⁾ | By Trust |

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

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(9-02)

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 Option 6 (Right to Buy) | \$ 3.86 | 10/14/2005 | | A | 9,974 | 10/14/2005 10/13/2015 | U.S. Energy Common Stock 9,974 |
| Employee Option 6 (Right to Buy) | \$ 3.86 | 10/14/2005 | | A | 90,026 | 10/14/2005 10/13/2015 | U.S. Energy Common Stock 90,026 |
| Employee Option 1a (Right to Buy) | \$ 2 | | | | | 12/04/1998 09/25/2008 | U.S. Energy Common Stock 20,109 |
| Employee Option 2 (Right to Buy) | \$ 2.4 | | | | | 01/10/2001 01/09/2011 | U.S. Energy Common Stock 27,617 |
| Employee Option 3 (Right to Buy) | \$ 3.9 | | | | | 12/07/2001 12/06/2011 | U.S. Energy Common Stock 50,000 |

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adjusted from shares forfeited by Plan participants.

- (9) Includes shares held in the ESOP which are not allocated to accounts established for the benefit of specific plan participants. The Reporting Person, as an ESOP Trustee, exercises the voting powers with respect to such unallocated shares.
- (10) Includes stock options granted under the Issuer's 2001 Incentive Stock Option Plan and exempt under Rule 16b-3.
- (11) Includes stock options granted under the Issuer's 1998 Incentive Stock Option Plan and exempt under Rule 16b-3.

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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