

EVOLUTION PETROLEUM CORP  
 Form 4  
 November 26, 2013

**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 \*  
 Herlin Robert S

2. Issuer Name and Ticker or Trading Symbol  
 EVOLUTION PETROLEUM CORP  
 [EPM]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 2500 CITY WEST BLVD., SUITE 1300  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/22/2013

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

HOUSTON, TX 77042

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: Beneficial or Ownership (Instr. 4)
				(A) or (D)	Price		
COMMON STOCK	11/22/2013		M		\$ 1.41	1,370,640	D
COMMON STOCK	11/22/2013		F		\$ 12.14	1,353,218	D
COMMON STOCK	11/22/2013		M		\$ 1.41	1,603,218	D
COMMON STOCK	11/22/2013		F		\$ 12.14	1,574,182	D
COMMON STOCK	11/22/2013		M		\$ 1.8	1,861,682	D

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COMMON STOCK	11/22/2013	F	42,628	D	\$ 12.14	1,819,054	D
COMMON STOCK	11/22/2013	M	222,321	A	\$ 1.8	2,041,375	D
COMMON STOCK	11/22/2013	F	32,964	D	\$ 12.14	2,008,411	D
COMMON STOCK	11/22/2013	M	158,676	A	\$ 2.19	2,167,087	D
COMMON STOCK	11/22/2013	F	28,624	D	\$ 12.14	2,138,463	D
COMMON STOCK	11/22/2013	M	103,358	A	\$ 4.02	2,241,821	D
COMMON STOCK	11/22/2013	F	34,226	D	\$ 12.14	2,207,595	D
COMMON STOCK	11/22/2013	S <sup>(1)</sup>	986,956	D	\$ 12.2	1,220,639	D
COMMON STOCK	11/25/2013	M	277,679	A	\$ 1.8	1,498,318	D
COMMON STOCK	11/25/2013	M	91,324	A	\$ 2.19	1,589,642	D
COMMON STOCK	11/25/2013	M	23,852	A	\$ 4.02	1,613,494	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.**

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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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Warrant (right to buy)	\$ 1.41	11/22/2013		M	150,000	02/15/2006	02/15/2016	Common Stock	150,000
	\$ 1.41	11/22/2013		M	250,000	02/15/2010	02/15/2016		250,000

Revocable Warrant (right to buy)								Common Stock	
Revocable Warrant (right to buy)	\$ 1.8	11/22/2013	M	287,500	10/04/2006	04/04/2015		Common Stock	28
Employee Stock Option (right to buy)	\$ 1.8	11/22/2013	M	222,321	04/04/2005 <sup>(2)</sup>	04/04/2015		Common Stock	22
Employee Stock Option (right to buy)	\$ 2.19	11/22/2013	M	158,676	09/07/2007 <sup>(2)</sup>	09/07/2017		Common Stock	15
Employee Stock Option (right to buy)	\$ 4.02	11/22/2013	M	103,358	08/19/2008 <sup>(2)</sup>	08/19/2015		Common Stock	10
Employee Stock Option (right to buy)	\$ 1.8	11/25/2013	M	277,679	04/04/2005 <sup>(2)</sup>	04/04/2015		Common Stock	27
Employee Stock Option (right to buy)	\$ 2.19	11/25/2013	M	91,324	09/07/2007 <sup>(2)</sup>	09/07/2017		Common Stock	91
Employee Stock Option (right to buy)	\$ 4.02	11/25/2013	M	23,852	08/19/2008 <sup>(2)</sup>	08/19/2015		Common Stock	23

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Herlin Robert S 2500 CITY WEST BLVD.,	X	X	President/CEO	

SUITE 1300  
HOUSTON, TX 77042

## Signatures

/s/ Robert Herlin

11/26/2013

\_\_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).
- (1) Includes sales to satisfy payment of tax obligations and certain exercise price payments.
- (2) Options are fully vested. Options vest 1/8 first six months after grant date and quarterly thereafter.

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.