Yang Qingming Form 4 January 25, 2012

## FORM 4

Form 5

obligations

may continue.

See Instruction

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Yang Qingming Issuer Symbol Approach Resources Inc [AREX] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner \_X\_\_ Officer (give title \_Other (specify ONE RIDGMAR CENTRE, 6500 01/24/2012 below) WEST FREEWAY, SUITE 800 EVP - Bus. Dev. & Geosciences (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

(Zip)

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting Person Donivative Committee Assuring Disposed of an Donoficially O

### FORT WORTH, TX 76116

(State)

(City)

(City)	(511110)	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies Ac	quired	5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of			Securities	Form: Direct	Indirect		
(Instr. 3)		any	Code (D)				Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)			Owned	Indirect (I)	Ownership	
						Following	(Instr. 4)	(Instr. 4)		
		(A)			Reported					
					(A) or		Transaction(s)			
			Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	01/24/2012		A	14,000 (1)	A	\$ 0	168,969	D		
Common Stock	01/24/2012		F	5,224 (2)	D	\$0	163,745	D		
Common Stock	01/24/2012		A	54,000 (3)	A	\$ 0	217,745	D		

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

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**OMB APPROVAL** 

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January 31,

2005

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response...

### Edgar Filing: Yang Qingming - Form 4

#### number.

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	•	Title	Number		
						Literensusie			of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Yang Qingming ONE RIDGMAR CENTRE 6500 WEST FREEWAY, SUITE 800 FORT WORTH, TX 76116

EVP - Bus. Dev. & Geosciences

## **Signatures**

/s/ J. Curtis Henderson, as attorney-in-fact

01/25/2012

\*\*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) Shares of common stock granted under the Issuer's 2007 Stock Incentive Plan. The grant is exempt under Rule 16b-3(d)
- (2) Represents payment of tax liability on January 24, 2012, by withholding securities incident to the grant of securities on January 24, 2012.
- (3) Shares of restricted stock granted under the Issuer's 2007 Stock Incentive Plan. The grant is exempt under Rule 16b-3(d) and the shares vest annually in four equal installments beginning on January 24, 2013.

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.

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