

MCAFEE ERIC A  
Form 4  
March 01, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
MCAFEE ERIC A

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)  
20400 STEVENS CREEK BLVD.,  
SUITE 700  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/14/2009

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

CUPERTINO, CA 95014

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 Indirect Ownership (Instr. 4) |                          |   |                                    |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|--------------------------|---|------------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |                          |   |                                    |
| Common Stock                    | 12/14/2009                           |  | S                              |   | 83,333  | D  | \$ 3.945                                   | 166,667 <sup>(1)</sup>   | I | Berg McAfee, LLC <sup>(1)</sup>    |
| Common Stock                    | 01/19/2010                           |  | S                              |   | 41,667  | D  | \$ 4.45                                    | 125,000 <sup>(1)</sup>   | I | Berg McAfee, LLC <sup>(1)</sup>    |
| Common Stock                    | 01/16/2010                           |  | S                              |   | 75,000  | D  | \$ 4.479                                   | 1,850,000 <sup>(2)</sup> | I | McAfee Capital, LLC <sup>(2)</sup> |
| Common                          | 01/26/2010                           |  | S                              |   | 30,000  | D  | \$   | 1,564,200 <sup>(3)</sup> | I | P2                                 |

Stock 4.672 Capital, LLC <sup>(3)</sup>

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)

| 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                                       |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

MCAFEE ERIC A  
20400 STEVENS CREEK BLVD., SUITE 700  
CUPERTINO, CA 95014

X

## Signatures

/s/ Eric A. 03/01/2010  
McAfee

\*\*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) Represents shares held by Berg McAfee, LLC, an entity owned 50% by Mr. McAfee who has 50% voting and dispositive power over such shares.
- (2) Represents shares held by McAfee Capital, LLC, an entity owned 100% by Mr. McAfee who has 100% voting and dispositive power over such shares.

## Edgar Filing: MCAFEE ERIC A - Form 4

- (3) Represents shares held by P2 Capital LLC, an entity owned by Mrs. McAfee and Mr. and Mrs. McAfee's minor children and over which Marguerite McAfee has sole voting and dispositive power. Mr. McAfee disclaims beneficial ownership of these shares.

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.