

McDonald Sterling  
Form 4  
March 11, 2013

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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 \*  
McDonald Sterling

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)  
02/28/2013

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | Code V Amount (A) or (D) Price                                    |   |  |   |
| COMMON STOCK                    | 02/28/2013                           |  | F                              | 480 D \$ 10.25  | 174,554   | D  |   |
| COMMON STOCK                    | 03/08/2013                           |  | S <sup>(1)</sup>               | 1,402 D \$ 9.96   | 173,152   | D  |   |
| COMMON STOCK                    | 03/08/2013                           |  | M                              | 243,725 A \$ 0.25   | 416,877   | D  |   |
| COMMON STOCK                    | 03/08/2013                           |  | F                              | 6,275 D \$ 9.96   | 410,602   | D  |   |
| COMMON STOCK                    | 03/10/2013                           |  | S <sup>(1)</sup>               | 728 D \$ 10.05  | 409,874   | D  |   |

Edgar Filing: McDonald Sterling - Form 4

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 Security (Instr. 3 and 4) |              |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        |
| STOCK OPTION (RIGHT TO PURCHASE)           | \$ 0.25  | 03/08/2013                           |  | M                              | 250,000   | <u>(2)</u>   | 11/11/2013  | COMMON STOCK |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| McDonald Sterling<br>2500 CITY WEST BLVD., SUITE 1300<br>HOUSTON, TX 77042 |               |           | VP/CFO  |       |

## Signatures

/s/ Sterling  
McDonald

03/11/2013

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) THIS SALE WAS EFFECTED PURSUANT TO A RULE 10b5-1 TRADING PLAN ADOPTED BY THE REPORTING PERSON.
- (2) THE OPTION VESTED OVER A PERIOD OF FOUR YEARS AS FOLLOWS: 1/8TH VESTED ON MAY 11, 2004 AND 1/16TH VESTED AT THE END OF EACH SUCCESSIVE THREE MONTH PERIOD.

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.