

BEDFORD SCOTT  
Form 3/A  
October 05, 2009

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 \*

Â PENINSULA CAPITAL MANAGEMENT, LP

(Last) (First) (Middle)

235 PINE STREET,Â SUITE 1600

(Street)

SAN FRANCISCO,Â CAÂ 94104

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)  
10/27/2008

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

11/21/2008

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 Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	2,727,400	I	See footnote <sup>(1)</sup>

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PENINSULA CAPITAL MANAGEMENT, LP 235 PINE STREET SUITE 1600 SAN FRANCISCO, CA 94104	X	X		
BEDFORD SCOTT 235 PINE STREET SUITE 1600 SAN FRANCISCO, CA 94104	X	X		

## Signatures

Peninsula Capital Management, LP (++), By: /s/ Scott Bedford	10/05/2009
__Signature of Reporting Person	Date
/s/ Scott Bedford (++)	10/05/2009
__Signature of Reporting Person	Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) These securities are held in the accounts of investment funds over which Peninsula Capital Management, LP and Scott Bedford have investment discretion (the "Reporting Persons"). Peninsula Capital Management, LP is the general partner and/or the investment manager of such investment funds and Scott Bedford is the President of Peninsula Capital Management, Inc. which is Peninsula Capital Management, LP's general partner.

**Remarks:**  
 (+) Peninsula Capital Management, LP and Scott Bedford may be considered directors by deputization with Kelly W. Loyd, a non-executive employee of JVL Advisors, LLC, who serves on the board of Petroleum Corp. The managing member of JVL Advisors, LLC is John Lovoi. John Lovoi and members of Peninsula - JVL Capital Advisors, LLC, JVL Advisors, LLC and Peninsula-JVL Capital the general partner of various investment funds.  
 (++) Each such Reporting Person disclaims beneficial ownership of the reported securities except to a pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, purpose.

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.