

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>McDonald Sterling</u>  (Last) (First) (Middle) 2500 CITY WEST BLVD., SUITE 1300  (Street) HOUSTON TX 77042  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>EVOLUTION PETROLEUM CORP [ EPM ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) VP/CFO
	3. Date of Earliest Transaction (Month/Day/Year) 01/27/2014	
		6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person

**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	01/27/2014		M		23,300	A	\$4.02	433,060	D	
COMMON STOCK	01/27/2014		M		65,625	A	\$2.19	498,685	D	
COMMON STOCK	01/27/2014		M		24,445	A	\$1.41	523,130	D	
COMMON STOCK	01/27/2014		M		236,805	A	\$1.8	759,935	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$4.02	01/27/2014		M			23,300	(1)	08/19/2018	Common Stock	23,300	\$0	0	D	
Employee Stock Option (Right to Buy)	\$2.19	01/27/2014		M			65,625	(2)	09/07/2017	Common Stock	63,625	\$0	0	D	
Employee Stock Option (Right to Buy)	\$1.41	01/27/2014		M			24,445	(3)	02/15/2016	Common Stock	24,445	\$0	0	D	
Employee Stock Option (Right to Buy)	\$1.8	01/27/2014		M			236,805	(4)	04/04/2015	Common Stock	236,805	\$0	0	D	

**Explanation of Responses:**

- This option became exercisable in quarterly installments each year over four years, beginning after the grant date of 8/19/2008.
- This option became exercisable in quarterly installments each year over four years, beginning after the grant date of 9/07/2007.
- This option became exercisable in quarterly installments each year over four years, beginning after the grant date of 2/15/2006.
- This option became exercisable in quarterly installments each year over four years, beginning after the grant date of 4/04/2005.

/s/ Sterling McDonald

01/28/2014

\*\* Signature of Reporting Person

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.