## SEC Form 4

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# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

#### OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

			of Section So(ii) of the investment Company Act of 1940					
1. Name and Add	1 4	g Person <sup>*</sup>	2. Issuer Name and Ticker or Trading Symbol EVOLUTION PETROLEUM CORP [ EPM	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
<u>Keys Randall D</u>					Director	10% Owner		
(Lact) (First) (Middle)		(1.4:-1-1)->	1	X	Officer (give title below)	Other (specify below)		
(Last) (First) (Middle) 1155 DAIRY ASHFORD, SUITE 425			3. Date of Earliest Transaction (Month/Day/Year) 08/10/2017		President and CEO			
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)				
HOUSTON	TX	77079		X	Form filed by One Re	porting Person		
(City)	(State)	(Zip)	—		Form filed by More the Person	an One Reporting		
			erivative Securities Acquired, Disposed of, or Benef	icially	Owned			

### 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)			4. Securities A Disposed Of ( 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock	08/10/2017		М		<b>3,731</b> <sup>(1)</sup>	Α	\$8.05	261,899	D	
Common Stock	08/10/2017		F		1,566 <sup>(2)</sup>	D	\$8.05	260,333	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. Transa Code ( 8)				6. Date Exerc Expiration Da (Month/Day/)	ate	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				
Contingent Performance Stock Grant	\$0.0	08/10/2017		М			3,731	(1)	08/28/2018	Common Stock	3,731	\$8.05	0	D	

Explanation of Responses:

1. Contingent Restricted Stock award granted on August 28, 2014 that vested upon attainment of a specific performance goal.

2. Shares surrendered to the Company to pay income tax withholding obligations.

**Remarks:** 

#### /s/ Randall D. Keys 08/10/2017

\*\* 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.