

| 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*<br><u>Joe David</u><br><br>(Last) (First) (Middle)<br><u>1155 DAIRY ASHFORD, SUITE 425</u><br><br>(Street)<br><u>HOUSTON TX 77079</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>EVOLUTION PETROLEUM CORP [ EPM ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><p style="text-align: center;"><b>SVP &amp; CFO</b></p> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>09/01/2016</u>                  |  |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)   |  |  |

**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                    | 09/01/2016                           |  | F                              |   | 9,136 <sup>(1)</sup>  | D          | \$5.67 | 308,158   | D  |   |
| Common Stock                    | 09/01/2016                           |  | A                              |   | 44,092 <sup>(2)</sup>   | A          | \$5.67 | 352,250   | D  |   |
| Common Stock                    | 09/01/2016                           |  | M                              |   | 6,021 <sup>(3)</sup>  | A          | \$5.67 | 358,271   | 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 |
| Contingent Performance Stock Grant         | \$0.0  | 09/01/2016                           |  | M                              |   |  | 6,021 | (3)  | 12/04/2019      | Common Stock  | 6,021                                      | \$5.67   | 6,021   | D  |       |
| Common Stock                               | \$0.0  | 09/01/2016                           |  | A                              |   | 14,697   |       | (2)  | 09/01/2020      | Common Stock  | 14,697                                     | \$0  | 14,697  | D  |       |

**Explanation of Responses:**

- Shares surrendered to the Company to pay income tax withholding obligations.
- The Company granted these shares of restricted stock pursuant to the Company's Amended and Restated 2004 Stock Plan, subject to specific performance goals and other vesting criteria.
- Contingent Restricted Stock award granted on December 4, 2015 that vested upon attainment of a specific performance goal.

**Remarks:**

/s/ David Joe 09/06/2016  
 \*\* 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.