

**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

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

|   |  |   |
|---|--|---|
| 1. Name and Address of Reporting Person*<br><u>MCAFEE ERIC A</u><br><br>(Last) (First) (Middle)<br>20400 STEVENS CREEK BLVD., SUITE 700<br><br>(Street)<br>CUPERTINO CA 95014<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><br>Director <input checked="" type="checkbox"/> 10% Owner<br><br>Officer (give title below) Other (specify below) |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br>08/04/2009                         |   |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)                               |   |
|   |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><br>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                    | 08/04/2009                           |  | S                              |   | 190,000   | D          | \$2.48         | 600,000   | D  |   |
| Common Stock                    | 08/31/2009                           |  | S                              |   | 10,000  | D          | \$2.63         | 1,654,200 <sup>(4)</sup>  | I  | P2 Capital, LLC                                       |
| Common Stock                    | 09/01/2009                           |  | S                              |   | 11,900  | D          | <sup>(1)</sup> | 1,642,300 <sup>(4)</sup>  | I  | P2 Capital, LLC                                       |
| Common Stock                    | 09/09/2009                           |  | S                              |   | 25,900  | D          | <sup>(2)</sup> | 1,616,400 <sup>(4)</sup>  | I  | P2 Capital, LLC                                       |
| Common Stock                    | 09/11/2009                           |  | S                              |   | 22,200  | D          | <sup>(3)</sup> | 1,594,200 <sup>(4)</sup>  | I  | P2 Capital, LLC                                       |

**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) |   | 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) |   |  |  |   |  |

**Explanation of Responses:**

- Between 9/1/09 and 9/8/09 11,900 shares were sold as follows: 6,700 shares were sold at \$2.605; 3,300 shares at \$2.60; 1,700 shares at \$2.74 and 200 at \$2.80.
- Between 9/9/09 and 9/10/09 25,900 shares were sold as follows: 8,000 at \$3.00; 4,800 at \$2.835 and 13,100 at \$3.14.
- Between 9/11/09 and 9/14/09 22,200 shares were sold as follows; 10,000 at \$3.176; 4,000 at \$3.203 and 8,200 at \$3.00
- Represents shares held by P2 Capital, LLC, an entity owned by Mrs. McAfee and Mr. and Mrs. McAfee's minor children, and over which Marguerite McAfee has sole voting and dispositive power. Mr. McAfee disclaims beneficial ownership of these shares.

/s/ Eric A. McAfee 10/23/2009

\*\* 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.