

MCAFEE ERIC A
Form 4
October 19, 2010

FORM 4

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

OMB APPROVAL

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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 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 *
MCAFEE ERIC A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
20400 STEVENS CREEK BLVD.,
SUITE 700

3. Date of Earliest Transaction
(Month/Day/Year)
04/30/2010

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

(Street)
CUPERTINO, CA 95014

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	04/30/2010		S	34,300	D (1)	1,529,900	I P2 Capital, LLC (2)
Common Stock	05/10/2010		S	36,000	D (3)	1,493,900	I P2 Capital, LLC (2)
Common Stock	05/18/2010		S	30,100	D (4)	1,463,800	I P2 Capital, LLC (2)
Common Stock	08/13/2010		S	40,353	D (5)	1,423,447	I P2 Capital, LLC (2)
Common Stock	09/08/2010		S	59,647	D (6)	1,363,800	I P2 Capital, LLC (2)

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with 10 columns: 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 Underlying Securities (Instr. 3 and 4), 8. Price of Derivative Security (Instr. 5), 9. Number of Derivative Securities Beneficially Owned (Instr. 5). Includes sub-headers for Date Exercisable and Expiration Date, and Title or Number of Shares.

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MCAFEE ERIC A
20400 STEVENS CREEK BLVD., SUITE 700
CUPERTINO, CA 95014

X

Signatures

/s/ Eric A.
McAfee

10/08/2010

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- (1) Between 4/30/10 and 5/6/10 34,300 shares were sold as follows: 7,000 shares were sold at \$6.01ea; 6200 shares at \$6; 10,300 shares at \$5.95; 8000 shares at \$5.902; 800 shares at \$5.925 and 2000 shares at \$5.90
(2) Represents shares held by P2 Capital, LLC, an entity owned by Mrs. McAfee and their two minor children, and over which Marguerite McAfee has sole voting and dispositive power. Mr. McAfee disclaims beneficial ownership of these shares.
(3) Between 5/10/10 and 5/14/10 36,000 shares were sold as follows: 200 at \$5.90; 7,800 at \$5.879; 12,500 at \$5.85; 4,500 at \$5.909; 5,000 at \$5.902 and 6,000 at \$5.80
(4) Between 5/18/10 and 6/15/10 30,100 shares were sold as follows: 16,900 at \$5.85; 5,000 at \$5.60; 3,200 at \$5.65 and 5,000 at \$5.675

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- (5) Between 8/13/10 and 8/19/10 40,353 shares were sold as follows: 4,600 at \$4.454; 15,000 at \$4.50; 15,000 at \$4.607 and 5,753 at \$4.60
- (6) Between 9/8/10 and 9/10/10 59,647 shares were sold as follows: 4500 at \$5.023; 50,000 at \$5.492 and 5,147 at \$5.607

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

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