

ZION OIL & GAS INC
Form 4
October 13, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Sheena Ilan N

(Last) (First) (Middle)
22 LEVIN STREET
(Street)

HERTZLIA, L3 4678115

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ZION OIL & GAS INC [ZN]

3. Date of Earliest Transaction
(Month/Day/Year)
10/06/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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, Par Value \$0.01	10/06/2015		M		2,500	A	\$ 0.01	362,500 ⁽¹⁾	I	ESOP Trust Company FBO Ilan N. Sheena
Common Stock, Par Value \$0.01	10/06/2015		M		75,000	A	\$ 0.01	362,500 ⁽²⁾	I	ESOP Trust Company FBO Ilan N. Sheena

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

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 control number.

SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Option	\$ 0.01	10/06/2015		M	2,500 (3)	(3) 03/31/2025	Common Stock, Par Value \$0.01	2,500	
Common Stock Option	\$ 0.01	10/06/2015		M	75,000 (5)	(5) 09/30/2025	Common Stock, Par Value \$0.01	75,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sheena Ilan N 22 LEVIN STREET HERTZLIA, L3 4678115			Chief Financial Officer	

Signatures

Brittany Martin AIF for Ilan N.
Sheena
10/13/2015

__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) Consist of 102,500 shares of Common Stock and Stock Option to purchase an additional 260,000 shares of Common Stock.

Edgar Filing: ZION OIL & GAS INC - Form 4

- (2) Consist of 177,500 shares of Common Stock and Stock Option to purchase an additional 185,000 shares of Common Stock.

A stock option was Awarded under the issuer's 2005 Stock Option Plan on April 2, 2015 in connection with the continued employment of the reporting person to purchase 10,000 shares of Common Stock and shall vest as follows: 2,500 award shares shall vest at the end of each 90 day period commencing April 1, 2015.

- (4) Not applicable.

- (5) Fully vested, Non Qualified Stock Options were granted under the Issuer's 2011 Stock Option Plan, to purchase 75,000 shares of Common Stock, Par Value \$0.01 at an exercise price of \$0.01 per share.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.