

LOVOI JOHN
Form 4
December 31, 2012

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 *
LOVOI JOHN

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)
10,000 MEMORIAL DRIVE, SUITE 550

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/27/2012

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

HOUSTON, TX 77024

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)
			Code	V	Amount or Price (A) or (D)		
Common stock	12/27/2012		P		6,436 (1) A 7.95 (10)	I (3) (4)	See footnote 3
Common stock	12/28/2012		P		1,591 (1) A \$ 7.95	I (3) (4)	See footnote 3
Common stock						I (3) (4)	See footnote 3
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Common stock			See footnote 3
Common stock	1,469,510 <u>(8)</u>	I <u>(3)</u> <u>(4)</u>	See footnote 3
Common stock	700,972 <u>(9)</u>	I <u>(3)</u> <u>(4)</u>	See footnote 3

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LOVOI JOHN 10,000 MEMORIAL DRIVE, SUITE 550 HOUSTON, TX 77024		X		

Signatures

John V. Lovoi 12/31/2012

 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).

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- (1) Represents the purchase of shares of common stock by Luxiver, LP.
- (2) Represents shares of common stock held by Luxiver, LP.

(3) The reporting person is the managing member of JVL Advisors, LLC, which is the ultimate controlling entity of each of Navitas Fund LP, JVL Partners, LP, Navitas Fund (QP), L.P., Asklepios Energy Fund, LP and Hephaestus Energy Fund, LP. The reporting person is a managing member of Peninsula-JVL Capital Advisors, LLC, which is the general partner of Belridge Energy Advisors, LP, and is a managing member of Lobo Baya, LLC, which is the ultimate controlling entity of Luxiver, LP.

(4) Because of the reporting person's control of Belridge Energy Advisors, LP, Luxiver, LP, Navitas Fund LP, JVL Partners, LP, Navitas Fund (QP), L.P., Asklepios Energy Fund, LP and Hephaestus Energy Fund, LP, the reporting person may be deemed to share the power to vote and the sole power to dispose of the shares of common stock held by those entities, thus he may also be deemed to be the beneficial owner of these shares of common stock. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the reported securities for purposes of Section 16 or for any other purpose.

- (5) Represents shares of common stock held by Asklepios Energy Fund, LP.
- (6) Represents shares of common stock held by Navitas Fund LP.
- (7) Represents shares of common stock held by JVL Partners, LP.
- (8) Represents shares of common stock held by Belridge Energy Advisors, LP.

(9) Represents shares of common stock held by Hephaestus Energy Fund, LP. Includes 107,208 shares of common stock previously held by Navitas Fund (QP), L.P., which were sold to Hephaestus Energy Fund, LP. on December 20, 2012, and 500,000 shares of common stock previously held by Belridge Energy Advisors, LP, which were sold to Hephaestus Energy Fund, LP. on December 21, 2012.

(10) The price reported is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$7.94 to \$7.95. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price.

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.