

BAYTEX ENERGY TRUST  
Form 40-F/A  
November 12, 2010

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

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FORM 40-F/A

\_\_\_\_ Registration statement pursuant to Section 12 of the Securities Exchange Act of 1934  
X Annual Report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended: December 31, 2009  
Commission File Number: 001-32754  
Employer Identification Number: 98-0412464

BAYTEX ENERGY TRUST  
(Exact name of Registrant as specified in its charter)

|   |   |  |
|---|---|--|
| Alberta   | 1311  | Not Applicable   |
| (Province or other jurisdiction of incorporation or organization) | (Primary standard industrial classification code number, if applicable) | (I.R.S. employer identification number, if applicable) |

Suite 2800, 520 – 3rd Avenue S.W.  
Calgary, Alberta  
T2P 0R3  
(587) 952-3000  
(Address and telephone number of registrant's principle executive offices)

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CT Corporation System

111 Eighth Avenue  
New York, NY 10011  
(212) 894-8940  
(Name, address (including zip code) and telephone number (including area code) of agent for service in the United States)

Securities registered pursuant to Section 12(b) of the Act:

|                                     |   |
|-------------------------------------|---|
| Title of each class:<br>TRUST UNITS | Name of each exchange on which registered:<br>New York Stock Exchange |
|-------------------------------------|---|

Toronto Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:  
NONE

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:  
NONE

For annual reports, indicate by check mark the information filed with this form:

Annual Information Form  Audited Annual Financial  
Statements

Indicate the number of outstanding shares of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

109,298,911 Trust Units were outstanding as of December 31, 2009.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (s.232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files).

Yes  No

The Annual Report on Form 40-F shall be incorporated by reference into or as an exhibit to, as applicable, the Registrant's Registration Statement under the Securities Act of 1933: Form S-8 (File No. 333-163289) and Form F-10 (File No. 333-160675).

## EXPLANATORY NOTE

On March 27, 2010, the Registrant filed its Annual Report on Form 40-F for the year ended December 31, 2009 (the "Annual Report on Form 40-F"), which incorporated by reference its Audited Consolidated Financial Statements for the years ended December 31, 2009 and 2008, including the reports of our Independent Registered Chartered Accountants with respect thereto, (the "Financial Statements") and Management's Discussion and Analysis for the year ended December 31, 2009 (the "MD&A") from a Form 6-K dated March 19, 2010 (the "Form 6-K"). As the Form 6-K was furnished and not filed, the Financial Statements and the MD&A should have been attached as an exhibit and filed with the Annual Report on Form 40-F.

The Registrant is filing this Amendment No. 1 to the Annual Report on Form 40-F (this "Amendment") to file as exhibits the Financial Statements and the MD&A. The Financial Statements and the MD&A are identical to the Financial Statements and MD&A previously included in the Form 6-K other than amendments to add conformed signatures of the Registrant's external auditors on (i) the Report of Independent Registered Chartered Accountants on the consolidated balance sheets as at December 31, 2009 and 2008 and the consolidated statements of income and comprehensive income, deficit and cash flows for the years then ended, (ii) the Comments by the Independent Registered Chartered Accountants on Canada-United States of America Reporting Difference and (iii) the Report of Independent Registered Chartered Accountants on the effectiveness of the internal control over financial reporting as of December 31, 2009.

Other than as expressly set forth above, this Amendment does not, and does not purport to, update or restate the information in any Item of the Annual Report on Form 40-F or reflect any events that have occurred after the Annual Report on Form 40-F was filed.

## CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Certain statements in this Amendment are forward-looking statements within the meaning of Section 21E of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), and Section 27A of the Securities Act of 1933, as amended. Please see "Special Note Regarding Forward-Looking Statements" on page 4 of the Annual Information Form, which is Exhibit 99.1 of the Annual Report on Form 40-F and see "Forward-Looking Statements" on page 20 of the MD&A, which is Exhibit 99.3 of this Amendment.

## PRINCIPAL DOCUMENTS

The following documents have been filed as part of this Amendment:

### A. Audited Annual Financial Statements

For the Registrant's Financial Statements, see Exhibit 99.2 of this Amendment. For a reconciliation of differences between Canadian and United States generally accepted accounting principles, see Note 21 to the Financial Statements.

### B. Management's Discussion and Analysis

For the Registrant's MD&A, see Exhibit 99.3 of this Amendment.

Except where otherwise indicated, all dollar amounts stated in this Annual Report on Form 40-F are in Canadian dollars.



### CERTIFICATIONS

The required disclosure is included in Exhibits 99.4, 99.5, 99.6 and 99.7 of this Annual Report on Form 40-F.

### UNDERTAKING

The Registrant undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to: the securities registered pursuant to Form 40-F; the securities in relation to which the obligation to file an annual report on Form 40-F arises; or transactions in said securities.

### CONSENT TO SERVICE OF PROCESS

The Registrant has previously filed a Form F-X in connection with the class of securities in relation to which the obligation to file this report arises.

Any change to the name and address of the agent for service for service of process of the Registrant shall be communicated promptly to the Commission by an amendment to the Form F-X referencing the file number of the relevant registration statement.

### SIGNATURES

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this report to be signed on its behalf by the undersigned, thereto duly authorized.

Registrant:

BAYTEX ENERGY TRUST

By: Baytex Energy Ltd.

(signed) "W. Derek Aylesworth"

Name: W. Derek Aylesworth, CA

Title: Chief Financial Officer

Date: November 10, 2010

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Exhibit No. Document

|       |  |
|-------|--|
| 99.1* | Annual Information Form of the Registrant for the fiscal year ended December 31, 2009  |
| 99.2  | Audited Consolidated Financial Statements of the Registrant for the years ended December 31, 2009 and 2008, including reconciliation to United States generally accepted accounting principles, together with the Auditors' Reports thereon. |
| 99.3  | Management's Discussion and Analysis of the Registrant for the year ended December 31, 2009.   |
| 99.4  | Certification of Chief Executive Officer under Section 302 of the Sarbanes-Oxley Act of 2002.  |
| 99.5  | Certification of Chief Financial Officer under Section 302 of the Sarbanes-Oxley Act of 2002.  |
| 99.6  | Certification of Chief Executive Officer under Section 906 of the Sarbanes-Oxley Act of 2002.  |
| 99.7  | Certification of Chief Financial Officer under Section 906 of the Sarbanes-Oxley Act of 2002.  |
| 99.8  | Consent of Deloitte & Touche LLP, independent registered chartered accountants.  |
| 99.9* | Consent of Sproule Associates Limited, independent engineers.  |

\*previously filed.

