

Rockdale Resources Corp
 Form 4/A
 January 02, 2014

FORM 4

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

OMB APPROVAL

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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 *
WILBER RICK

(Last) (First) (Middle)

10360 KESTREL STREET

(Street)

PLANTATION, FL 33324

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Rockdale Resources Corp [BBLB]

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/30/2013

4. If Amendment, Date Original Filed(Month/Day/Year)
 10/02/2013

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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Derivative Security	Amount	Date	Disposed of (D) (Instr. 3, 4, and 5)			Date Exercisable	Expiration Date	Title	Amount
			(A)	(D)	(V)				
Amended and Restated 6% Convertible Secured Promissory Note	\$ 0.3	12/30/2013		P ⁽¹⁾	\$ 200,000 ⁽²⁾	12/30/2013	09/30/2016	Common Stock	200,000
Amended and Restated Common Stock Warrant (right to buy)	\$ 0.8	12/30/2013		P ⁽³⁾	570,000	12/30/2013	09/30/2023	Common Stock	570,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILBER RICK 10360 KESTREL STREET PLANTATION, FL 33324			X	

Signatures

Rick Wilber 01/02/2014

 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) This Note amends and restates in its entirety the Convertible Promissory Note issued by the Issuer to Mr. Wilber on September 30, 2013, in the original principal amount of \$100,000.
The Restated Note bears interest at an annual rate equal to 6% per annum, and is convertible at the option of Mr. Wilber. The number of shares of common stock to be issued upon the exercise of the Restated Note is equal to the quotient obtained by dividing (a) the aggregate outstanding principal and interest on the Restated Note by (b) \$0.30, subject to certain limitations and adjustments set forth under the Restated Note.
 - (2) This Warrant amends and restates in its entirety the Warrant to purchase 285,000 shares of Common Stock issued by the Issuer to Mr. Wilber on September 30, 2013.
 - (3) On December 30, 2013, Mr. Wilber entered into an Amended and Restated Convertible Secured Note and Warrant Purchase Agreement pursuant to which Mr. Wilber purchased from the Issuer, for aggregate consideration of \$200,000, the Restated Note in the principal

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amount of \$200,000 and the Restated Warrant to acquire 570,000 shares of common stock at an exercise price of \$0.80 per share. The Restated Warrant may be exercised at the option of Mr. Wilber for cash or on a cashless basis until September 30, 2023.

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.