

EMPIRE PETROLEUM CORP

Form 10-Q/A

September 30, 2011

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

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FORM 10-Q/A

(Amendment No. 1 to Form 10-Q)

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QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended: June 30, 2011

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from: \_\_\_\_\_ to \_\_\_\_\_

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EMPIRE PETROLEUM CORPORATION

(Exact name of registrant as specified in its charter)

DELAWARE 001-16653 73-1238709  
(State or Other Jurisdiction (Commission (I.R.S. Employer  
of Incorporation or Organization) File Number) Identification No.)

**4444 E. 66TH STREET, LOWER ANNEX, TULSA, OKLAHOMA 74136-4207**

(Address of Principal Executive Offices) (Zip Code)

**918-488-8068**

(Registrant's telephone number, including area code)

N/A

(Former name or former address and former fiscal year, if changed since last report)

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 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 (§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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

**APPLICABLE ONLY TO REGISTRANTS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PRECEDING FIVE YEARS:**

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes  No

**APPLICABLE ONLY TO CORPORATE ISSUERS**

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of August 12, 2011 was 83,564,235.

**Explanatory Note**

This Form 10-Q/A is being filed by Empire Petroleum Company (the "Company") as Amendment No. 1 (this "Form 10-Q/A") to its Quarterly Report on Form 10-Q for the period ended June 30, 2011 (the "Previous Form 10-Q"). This Form 10-Q/A amends and restates Item 6 of the Previous Form 10-Q in its entirety. No other information contained in the Previous Form 10-Q is being amended. Accordingly, this Form 10-Q/A should be read in conjunction with the Previous Form 10-Q and the Company's filings made with the Securities and Exchange Commission subsequent to the filing of the Previous Form 10-Q, including any amendments to those filings. The purpose of filing this Form 10-Q/A is to provide a date on the certifications required by Exchange Act Rule 13a-14(a) or 15d-14(a) and Exchange Act Rule 13a-14(b) or 15d-14(b).

PART II. OTHER INFORMATION

Item 6. Exhibits

<sup>31</sup> Certification of Chief Executive Officer (and principal financial officer) pursuant to Rules 13a - 14 (a) and 15(d) - 14(a) promulgated under the Securities Exchange Act of 1934, as amended, and Item 601(1) (31) of Regulation S-K, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (submitted herewith).

<sup>32</sup> Certification of Chief Executive Officer (and principal financial officer) pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes - Oxley Act of 2002 (submitted herewith).

EMPIRE PETROLEUM CORPORATION

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

EMPIRE PETROLEUM CORPORATION

Date: September 30, 2011 By: /s/ Albert E. Whitehead  
Albert E. Whitehead  
Chairman, Chief Executive Officer and Principal  
Financial Officer

