

WHITING PETROLEUM CORP  
 Form 4  
 February 26, 2008

**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 \*  
 LANG JOHN DOUGLAS

2. Issuer Name and Ticker or Trading Symbol  
 WHITING PETROLEUM CORP  
 [WLL]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 1700 BROADWAY, SUITE 2300  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/23/2008

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ 10% Owner  
 \_\_\_\_\_ Other (specify below)  
 Vice President

DENVER, CO 80290

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)
				(A) or (D)	Price		
Common Stock	02/23/2008		A	1,852 (1)	\$ 0	11,342	D
Common Stock	02/23/2008		F	1,652	\$ 57.52	9,690	D

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

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SEC 1474  
 (9-02)

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**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 Owned Beneficially (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LANG JOHN DOUGLAS 1700 BROADWAY, SUITE 2300 DENVER, CO 80290			Vice President	

## Signatures

Bruce R. DeBoer, Attorney-in-Fact for J. Douglas Lang  
 Lang  
 02/26/2008

\*\*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) Vesting to reporting person of restricted stock under the Whiting Petroleum Corporation 2003 Equity Incentive Plan upon attainment of performance criteria.

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. CLIENTS THAT ACCOUNT FOR LARGE PORTIONS OF OUR REVENUES IN ONE PERIOD MAY NOT GENERATE SIMILAR AMOUNTS OF REVENUE IN SUBSEQUENT PERIODS A large portion of our revenues in some periods are generated from a small number of clients. For example, AOL, accounted for 51% of our revenue in 2002. Similarly, in some quarterly periods a large portion of our revenue is sometimes received from a small number of clients as we perform the services required or sell a long-term license to such clients in a particular quarter. These clients may not renew licenses or retain our services for similar license and services fees in the future. Any cancellation, deferral or significant reduction in our work performed for these clients could have a material adverse effect on our business, financial condition and results of operations. OUR CHARTER DOCUMENTS COULD MAKE IT MORE DIFFICULT FOR AN UNSOLICITED THIRD PARTY TO ACQUIRE US Our certificate of incorporation and by-laws are designed to make it difficult for an unsolicited third party to acquire control of us, even if a change in control would be beneficial to stockholders. For example, our certificate of

incorporation authorizes our board of directors to issue up to 5 million shares of "blank check" preferred stock. Without stockholder approval, the board of directors has the authority to attach special rights, including voting and dividend rights, to this preferred stock. With these rights, preferred stockholders could make it more difficult for an unsolicited third party to acquire our company. In addition, we must receive a stockholders' proposal for an annual meeting within a specified period for that proposal to be included on the agenda. Because stockholders do not have the power to call meetings and are subject to timing requirements in submitting stockholder proposals for consideration at an annual or special meeting, any third-party takeover not supported by the board of directors would be subject to significant delays and difficulties.

**FORWARD-LOOKING STATEMENTS** In addition to historical information, this prospectus contains forward-looking statements that involve risks and uncertainties that could cause actual results to differ materially from the results implied by the forward-looking statements. Factors that might cause or contribute to such differences include, but are not limited to, those discussed in the section entitled "Risk Factors." You should carefully review the risks described in other documents we file from time to time with the Securities and Exchange Commission, including any future reports to be filed in 2003 and our Annual Report on Form 10-K for 2002. When used in this prospectus, the words "expects," "anticipates," "intends," "plans," "believes," "seeks," "targets," "estimates," and similar expressions are generally intended to identify forward-looking statements. You should not place undue reliance on these forward-looking statements, which speak only as of the date of this prospectus. We undertake no obligation to publicly release any revisions to the forward-looking statements or reflect events or circumstances after the date of this prospectus.

**OTHER INFORMATION** You should rely only on the information contained in this prospectus. We have not authorized anyone to provide you with information different from that contained in this prospectus. The selling stockholders are offering to sell, and seeking offers to buy, shares of common stock only in jurisdictions where offers and sales are permitted. The information contained in this prospectus is accurate only as of the date of this prospectus, regardless of the time of delivery of this prospectus or of any sale of our common stock. No action is being taken in any jurisdiction outside the United States to permit a public offering of the common stock or possession or distribution of this prospectus in that jurisdiction. Persons who come into possession of this prospectus in jurisdictions outside the United States are required to inform themselves about and to observe any restrictions as to this offering and the distribution of this prospectus applicable to that jurisdiction.

**USE OF PROCEEDS** We will not receive any proceeds from the sale of the shares of common stock offered by the selling stockholders under this prospectus.

**PRIVATE PLACEMENT OF SUBORDINATED NOTES AND COMMON STOCK** On March 25, 2003, we entered into a securities purchase agreement with the selling stockholders, pursuant to which we issued to them \$3.5 million aggregate principal amount of our 4.95% subordinated notes due March 31, 2006 and 3,614,756 shares of our common stock in return for an aggregate consideration of \$3.5 million. In connection with the securities purchase agreement, we entered into a registration rights agreement with the selling stockholders. The registration rights agreement required us to (i) file a registration statement covering the resale of all of the shares of common stock issued to the selling stockholders no later than May 9, 2003 and (ii) have the registration statement declared effective no later than July 23, 2003. Failure to meet these deadlines subjects us to a cash penalty based upon the number of days in which we are in default. We have agreed to pay all registration expenses in connection with such registration (other than underwriting discounts and commissions), to reimburse the selling stockholders for up to \$5,000 in legal expenses and to customary indemnification and contribution protections for the selling stockholders under the federal securities laws and otherwise. Pursuant to the terms of the securities purchase agreement, we have issued subordinated notes to the selling stockholders in an aggregate principal amount of \$3.5 million. Unless otherwise redeemed, the terms of each note require us to repay the principal amount plus any accrued but unpaid interest thereon on March 31, 2006. Interest on each note accrues at a rate of 4.95% per annum and is payable quarterly. Events of default under the notes include: - the failure to timely pay amounts due under the notes, - the occurrence of a material default in the performance of the securities purchase agreement or the registration rights agreement, - the failure to pay at final maturity or the acceleration of the final stated maturity of our other indebtedness, - our filing for bankruptcy or the filing for bankruptcy of one of our significant subsidiaries and - the entry of a judgment against us for the payment of money aggregating in excess of \$1 million. Pursuant to the terms of the notes, we have agreed not to take on any additional indebtedness other than indebtedness that is permitted under the securities purchase agreement, including indebtedness that is unsecured, subordinate or equal in right of payment to the notes, that provides for an interest that is no greater than market rate interests and that does not in the aggregate exceed the sum of \$1.5 million. On March 25, 2003, we entered into redemption, amendment and exchange

agreements with three institutional investors with whom we had completed a private placement of convertible notes and warrants on December 31, 2002. Pursuant to those agreements, we redeemed an aggregate of \$3.36 million principal amount of outstanding convertible notes, exchanged an aggregate of \$1 million principal amount of the outstanding convertible notes for shares of our common stock at \$0.74 per share, and exchanged the remaining \$2.7 million principal amount of outstanding convertible notes for \$2.7 million principal amount of new convertible notes. In connection with that transaction, on April 11, 2003, we filed an amendment to the registration statement filed on January 30, 2003 and we have agreed to have that registration statement, which covers the issuance of up to 7,661,281 shares of our common stock, declared effective no later than June 30, 2003.

**SELLING STOCKHOLDERS** We are registering the shares of common stock in order to permit the selling stockholders to offer the shares for resale from time to time. Stephen M. Duff, the treasurer of the general partner of Federal Partners P, L.P., was elected as a member of our board of directors as of May 5, 2003. Except for the foregoing and the ownership of the common stock and the subordinated notes described below, the selling stockholders have not had any other material relationship with us within the past three years. The table below lists the selling stockholders and other information regarding the beneficial ownership of the common stock by each of the selling stockholders. The second column lists the number of shares of common stock beneficially owned by each selling stockholder, based on its ownership of the shares of common stock issued, as of May 9, 2003. The third column lists the shares of common stock being offered by this prospectus by the selling stockholders. The selling stockholders may sell all, some or none of their shares in this offering. See "Plan of Distribution." Other than the ownership of 176,300 shares of our common stock by Baruch Halpern and 6,500 shares by Shana Halpern, none of the selling stockholders beneficially owned any other shares of Viewpoint's common stock as of March 24, 2003.

NUMBER OF SHARES OWNED BEFORE OFFERING PURSUANT TO THIS PROSPECTUS	NUMBER OF SHARES OWNED AFTER OFFERING	NAME
3,150,002	3,150,002	0
440,997	258,197	182,800
206,557	206,557	0
----- TOTAL 3,797,556 3,614,756 182,800		

(1) Federal Partners is a Delaware limited partnership. (2) Baruch Halpern and Shana Halpern are joint tenants with right of survivorship. (3) CRCK, L.L.C. is a Delaware limited liability company.

**PLAN OF DISTRIBUTION** We are registering the shares of common stock issued to the selling stockholders to permit the resale of these shares of common stock by the holders of the common stock from time to time after the 7 date of this prospectus. Other than as set forth in the following paragraph, we will bear all reasonable fees and expenses incident to our obligation to register the shares of common stock. The selling stockholders may sell all or a portion of the common stock beneficially owned by them and offered under this prospectus from time to time directly or through one or more underwriters, broker-dealers or agents. If the common stock is sold through underwriters or broker-dealers, the selling stockholders will be responsible for underwriting discounts or commissions or agent's commissions. The common stock may be sold in one or more transactions at fixed prices, at prevailing market prices at the time of the sale, at varying prices determined at the time of sale, or at negotiated prices. These sales may be effected in transactions, which may involve crosses or block transactions: - on any national securities exchange or quotation service on which the securities may be listed or quoted at the time of sale; - in the over-the-counter market; - in transactions otherwise than on these exchanges or systems or in the over-the-counter market; - through the writing of options, whether such options are listed on an options exchange or otherwise; or - through the settlement of short sales. If the selling stockholders effect such transactions by selling shares of common stock to or through underwriters, broker-dealers or agents, the underwriters, broker-dealers or agents may receive commissions in the form of discounts, concessions or commissions from the selling stockholders or commissions from purchasers of the shares of common stock for whom they may act as agent or to whom they may sell as principal. These discounts, concessions or commissions as to particular underwriters, broker-dealers or agents may be in excess of those customary in the types of transactions involved. In connection with sales of the common stock or otherwise, the selling stockholders may enter into hedging transactions with broker-dealers, which may in turn engage in short sales of the common stock in the course of hedging in positions they assume. The selling stockholders may also sell shares of common stock short and deliver shares of common stock covered by this prospectus to close out short positions. The selling stockholders may also loan or pledge shares of common stock to broker-dealers that in turn may sell such shares. The selling stockholders may pledge or grant a security interest in some or all of the shares of common stock owned by them and, if they default in the performance of their secured obligations, the pledgees or secured parties may offer and sell the shares of common stock from time to time under

this prospectus or any amendment to this prospectus under Rule 424(b)(3) or other applicable provision of the Securities Act of 1933, as amended, amending, if necessary, the list of selling stockholders to include the pledgee, transferee or other successors in interest as selling stockholders under this prospectus. The selling stockholders also may transfer and donate the shares of common stock in other circumstances in which case the transferees, donees, pledgees or other successors in interest will be the selling beneficial owners for purposes of this prospectus. The selling stockholders and any broker-dealer participating in the distribution of the shares of common stock may be deemed to be "underwriters" within the meaning of the Securities Act, and any commission paid, or any discounts or concessions allowed to any such broker-dealer may be deemed underwriting commissions or discounts under the Securities Act. At the time a particular offering of the shares of common stock is made, a prospectus supplement, if required, will be distributed which will set forth the aggregate amount of shares of common stock being offered and the terms of the offering, including the name or names of any broker-dealers or agents, any discounts, commissions and other terms constituting compensation from the selling stockholders and any discounts, commissions or concessions allowed or reallocated or paid to broker-dealers. 8 Under the securities laws of some states, the shares of common stock may be sold in such states only through registered or licensed brokers or dealers. There can be no assurance that any selling stockholder will sell any or all of the shares of common stock registered pursuant to the registration statement, of which this prospectus forms a part. The selling stockholders and any other person participating in such distribution will be subject to applicable provisions of the Securities Exchange Act, as amended and the rules and regulations under that statute, including, without limitation, Regulation M. This may limit the timing of purchases and sales of any of the shares of common stock by the selling stockholders and any other participating person. Regulation M may also restrict the ability of any person engaged in the distribution of the shares of common stock to engage in market-making activities with respect to the shares of common stock. All of the foregoing may affect the marketability of the shares of common stock and the ability of any person or entity to engage in market-making activities with respect to the shares of common stock. We will indemnify the selling stockholders against liabilities, including some liabilities under the Securities Act, in accordance with the registration rights agreements. We may be indemnified by the selling stockholders against civil liabilities, including liabilities under the Securities Act, that may arise from any written information they furnish to us specifically for use in this prospectus, in accordance with the related registration rights agreements. Once sold under the registration statement of which this prospectus forms a part, the shares of common stock will be freely tradable in the hands of persons other than our affiliates. Each share of common stock is sold together with certain stock purchase rights. These rights are described in the Amended and Restated Rights Agreement, dated as of June 24, 1999, filed as Exhibit 4 to our registration statement filed on Form 8-A (File No. 000-27168), which we filed with the SEC on October 29, 1999, as amended by Amendment 1 to the Amended and Restated Rights Agreement, dated as of November 28, 2000, filed as Exhibit 99.5 to our registration statement filed on Form 8-A, which we filed with the SEC on December 5, 2000. See "Incorporation of Documents by Reference" below.

**LEGAL MATTERS** The validity of the common stock offered by this prospectus will be passed on for us by Milbank, Tweed, Hadley & McCloy LLP, New York, New York.

**EXPERTS** The consolidated financial statements incorporated in this prospectus by reference to the Annual Report on Form 10-K of Viewpoint Corporation for the year ended December 31, 2002 have been so incorporated in reliance on the report of PricewaterhouseCoopers LLP, independent accountants, given on the authority of said firm as experts in auditing and accounting.

**INCORPORATION OF DOCUMENTS BY REFERENCE** The Commission allows us to "incorporate by reference" in this prospectus reports that we file with them, which means that we can disclose important information to you by referring you to those reports. Accordingly, we are incorporating by reference in this prospectus the documents listed below and any future filings we make with the Commission under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934: (1) our Annual Report on Form 10-K for the year ended December 31, 2002; (2) our Current Reports on Form 8-K dated January 2, 2003, March 25, 2003 and March 26, 2003; (3) our registration statement on Form S-3 filed on January 30, 2002, as amended on April 11, 2003 (which has not yet been declared effective by the Commission), and including any amendments thereto or reports filed for the purpose of updating the registration statement; and (4) the description of our common stock set forth on our registration statement filed on October 26, 1995 with the Commission on Form 8-A pursuant to Section 12 of the Exchange Act, including any amendments or reports filed for the purpose of updating that description. The information incorporated by reference is deemed to be part of this prospectus, except for any information superseded by information contained directly in this prospectus. Any information that we file later with the Commission under

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Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 will automatically update and supersede this information. WHERE YOU CAN FIND MORE INFORMATION We file annual, quarterly and current reports, proxy statements and other documents with the Securities and Exchange Commission under the Securities Exchange Act of 1934. You may read and copy any of those reports, proxy statements or other documents at the public reference facilities maintained by the Commission at Room 1024, Judiciary Plaza, 450 Fifth Street, NW, Washington, DC 20549. Please call the Commission at 1-800-SEC-0330 for further information on its public reference facilities. These filings are also available to the public from commercial document retrieval services and at the Commission's Web site at <http://www.sec.gov>. You may also read and copy our annual and quarterly reports from our website at

<http://www.viewpoint.com>. Our common stock is quoted on the Nasdaq National Market. Reports, proxy statements and other information concerning Viewpoint can be inspected at the National Association of Securities Dealers, Inc., 1735 K Street, N.W., Washington, D.C. 20006. In addition, we maintain a website at [www.viewpoint.com](http://www.viewpoint.com) that contains additional information, including news releases, about our business and operations. Information contained in this website does not constitute, and shall not be deemed to constitute, part of this prospectus. You may also request a copy of any of our filings with the Commission, or any of the agreements or other documents that constitute exhibits to those filings, at no cost, by writing or telephoning us at the following address or phone number: Corporate Secretary Viewpoint Corporation 498 Seventh Avenue, Suite 1810 New York, New York 10018 (212) 201-0800 Attn: Brian J. O'Donoghue, Corporate Secretary This prospectus constitutes a part of a registration statement on Form S-3 filed by us with the Commission under the Securities Act. This prospectus does not contain all the information that is contained in the registration statement, some of which we are allowed to omit under the rules and regulations of the Commission. We refer to the registration statement and to the exhibits filed with the registration statement for further information with respect to Viewpoint. Copies of the registration statement and the exhibits to the registration statement are on file at the offices of the Commission and 10 may be obtained upon payment of the prescribed fee or may be examined without charge at the public reference facilities of the Commission described above. Statements contained in this prospectus concerning the provisions of documents are summaries of the material provisions of those documents, and each of those statements is qualified in its entirety by reference to the copy of the applicable document filed with the Commission. Since this prospectus may not contain all of the information that you may find important, you should review the full text of these documents. 11 PART II INFORMATION NOT REQUIRED IN PROSPECTUS ITEM 14. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION The following table sets forth the estimated costs and expenses, other than the underwriting discounts and commissions, all of which are payable by Viewpoint Corporation (the "Registrant"), in connection with the sale of the common stock being offered by the selling stockholders. SEC registration fee..... \$ 222.25 Legal fees and expenses..... 18,965 Accounting fees and expenses..... 6,000 Printing expenses..... 5,235 Miscellaneous..... 1,000 Total.....

\$31,422.25 ITEM 15. INDEMNIFICATION OF DIRECTORS AND OFFICERS Section 145 of the Delaware General Corporation Law ("DGCL") makes provision for the indemnification of officers and directors in terms sufficiently broad to indemnify officers and directors under certain circumstances from liabilities (including reimbursement for expenses incurred) arising under the Securities Act. Section 145 of the DGCL empowers a corporation to indemnify its directors and officers and to purchase insurance with respect to liability arising out of their capacity or status as directors and officers, provided that this provision shall not eliminate or limit the liability of a director: (1) for any breach of the director's duty of loyalty to the corporation or its stockholders, (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) arising under Section 174 of the DGCL or (4) for any transaction from which the director derived an improper personal benefit. The DGCL provides further that the indemnification permitted thereunder shall not be deemed exclusive of any other rights to which the directors and officers may be entitled under the corporation's bylaws, any agreement, a vote of stockholders or otherwise. The Registrant's amended and restated certificate of incorporation provides for indemnification of the Registrant's directors against liability to the Registrant and its stockholders to the fullest extent permitted by the DGCL. The Registrant's Bylaws provide that the Registrant shall indemnify its directors and officers and may indemnify others to the fullest extent permitted by law. The Registrant's Bylaws also permit the Registrant to secure insurance on behalf of any officer, director, employee or other agent for any liability arising out of his or her actions in such capacity, regardless of whether the Bylaws would permit indemnification. The Registrant also maintains an insurance policy insuring its directors and officers against liability for certain acts and omissions while

Explanation of Responses:

acting in their official capacities. II-1 ITEM 16. EXHIBITS EXHIBIT NUMBER EXHIBIT DESCRIPTION -----  
 ----- 4.1 Securities Purchase Agreement, dated as of March 25, 2003, by and among Viewpoint Corporation and the Purchasers named therein, previously filed as Exhibit 10.1 to Form 8-K filed by Viewpoint Corporation on March 26, 2003. 4.2 Form of 4.95% Subordinated Note of Viewpoint Corporation, previously filed as Exhibit 10.2 to Form 8-K filed by Viewpoint Corporation on March 26, 2003. 4.3 Registration Rights Agreement, dated as March 25, 2003, by and among Viewpoint Corporation and the Purchasers named therein, previously filed as Exhibit 10.3 to Form 8-K filed by Viewpoint Corporation on March 26, 2003. 5.1 Opinion of Milbank, Tweed, Hadley & McCloy LLP with respect to the validity of the securities being offered. 23.1 Consent of Milbank, Tweed, Hadley & McCloy LLP (included in Exhibit 5.1). 23.2 Consent of PricewaterhouseCoopers LLP, independent certified public accountants. 24 Power of Attorney (included on the signature page of this registration statement).  
 ITEM 17. UNDERTAKINGS The undersigned Registrant hereby undertakes: (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement: (a) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933; (b) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Securities and Exchange Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; II-2 (c) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement; provided, however, that paragraphs (1)(a) and (1)(b) do not apply if the registration statement is on Form S-3, Form S-8 or Form F-3, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement. (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of this offering. (4) That, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the provisions described under Item 15, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue. II-3 SIGNATURES Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in New York, New York on May 9, 2003. VIEWPOINT CORPORATION By: /s/ Robert E. Rice  
 ----- Name: Robert E. Rice Title: President and Chief Executive Officer II-4 POWER OF ATTORNEY Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose name appears below hereby constitutes and appoints Robert E. Rice, acting alone, such person's true and lawful attorney-in-fact, with full power of substitution, to sign for

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such person and in such person's name and capacity indicated below, in connection with this Registrant's registration statement on Form S-3, including to sign this registration statement and any and all amendments to this registration statement, including Post-Effective Amendments as well as any Registration Statement under Rule 462(b), and to file the same with the Securities and Exchange Commission, hereby ratifying and confirming such person's signature as it may be signed by said attorney-in-fact to any and all amendments. SIGNATURE TITLE DATE ----- /s/

Robert E. Rice Chairman, President and Chief May 9, 2003 ----- Executive Officer Robert E. Rice /s/  
Anthony L. Pane Senior Vice President, Chief May 9, 2003 ----- Accounting Officer and Chief Anthony L.  
Pane Financial Officer /s/Thomas Bennett Director May 9, 2003 ----- Thomas Bennett /s/James E. Crabbe  
Director May 9, 2003 ----- James E. Crabbe /s/ Stephen M. Duff Director May 9, 2003 -----  
Stephen M. Duff /s/Samuel H. Jones, Jr. Director May 9, 2003 ----- Samuel H. Jones, Jr. /s/Lennert J.  
Leader Director May 9, 2003 ----- Lennert J. Leader II-5 EXHIBIT INDEX EXHIBIT NUMBER

EXHIBIT DESCRIPTION ----- 4.1 Securities Purchase Agreement, dated as of March 25, 2003, by  
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Rights Agreement, dated as March 25, 2003, by and among Viewpoint Corporation and the Purchasers named therein,  
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independent certified public accountants. 24 Power of Attorney (included on the signature page of this registration  
statement).