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WHITEHEAD ALBERT E

Form 4 July 08, 2010

FORM 4

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

OMB APPROVAL OMB

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

COMMON

STOCK

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading WHITEHEAD ALBERT E Issuer Symbol EMPIRE PETROLEUM CORP (Check all applicable) [EMPR] (Last) (First) (Middle) 3. Date of Earliest Transaction X Director X 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) 8801 S. YALE, SUITE 120 07/08/2010 **PRESIDENT** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting TULSA, OK 74137-3575 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Instr. 8) Owned Direct (D) Ownership (Month/Day/Year) Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price **COMMON** 07/08/2010 P 555,556 Α 16,268,378 D 0.09 **STOCK** BY

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

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TRUST

(1)

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerci Expiration Dat (Month/Day/Y	e	7. Title and Amo Underlying Secu (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
COMMON STOCK WARRANTS (RIGHT TO BUY)	\$ 0.5	07/06/2010		P	277,778	07/06/2010	07/05/2011	COMMON STOCK

Reporting Owners

Reporting Owner Name / Address	Relationships					
.r. g	Director	10% Owner	Officer	Other		
WHITEHEAD ALBERT E 8801 S. YALE SUITE 120 TULSA, OK 74137-3575	X	X	PRESIDENT			

Signatures

ALBERT E.

WHITEHEAD

**Signature of Reporting

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).

THE HOLDINGS SHOWN ARE HELD IN THE LACY E. WHITEHEAD LIVING TRUST, WHICH IS THE REPORTING PERSONS SPOUSE. THE REPORTING PERSON DISCLAIMS OWNERSHIP OF THESE HOLDINGS, AND THIS REPORT SHOULD NOT BE DEEMED AN ADMISSION THAT THE REPORTING PERSON IS THE BENEFICIAL OWNER OF THESE HOLDINGS FOR PURPOSES OF SECTION 16 OR FOR ANY OTHER PURPOSES.

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.

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