

GATHRIGHT RICHARD E  
 Form 4/A  
 November 18, 2011

**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 \*  
**GATHRIGHT RICHARD E**

(Last) (First) (Middle)  
 200 W CYPRESS CREEK  
 RD, SUITE 400  
 (Street)

FT LAUDERDALE, FL 33309

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**SMF ENERGY CORP [FUEL]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 11/16/2011

4. If Amendment, Date Original Filed(Month/Day/Year)  
 09/26/2011

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 CEO & President

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)
			Code	V	Amount (D) Price		
Common Stock	09/26/2011		A		93,500 (1) \$ 0	D (2)	144,823 (2)

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)**

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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. Amount or Number of Shares
Option to purchase common stock	\$ 2.475	11/16/2011		J	5,556	(3) 06/30/2013	Common Stock	22,224
Option to purchase common stock	\$ 2.475	11/16/2011		J	16,668	(3) 06/30/2013	Common Stock	22,224

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GATHRIGHT RICHARD E 200 W CYPRESS CREEK RD SUITE 400 FT LAUDERDALE, FL 33309	X		CEO & President	

## Signatures

/s/ Richard R. Gathright 11/18/2011

\*\*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) The vesting schedule for these shares was amended pursuant to a Retirement Agreement, dated as of November 16, 2011, between the Reporting Person and the Company. Of the 93,500 shares of restricted stock granted to the Reporting Person pursuant to the Issuer's 2009 Equity Incentive Plan, 31,500 shares vested on November 1, 2011, and 31,000 shares will vest on July 31, 2012 and 31,000 shares will vest on January 31, 2013, pursuant to the Retirement Agreement.
- (2) Of the total 144,823 shares listed, 6,745 shares are held in the reporting person's IRA.
- (3) These options are fully vested and presently exercisable. Per the Retirement Agreement, these options will remain exercisable until June 30, 2013, notwithstanding the termination of the Reporting Person's employment on December 31, 2011.

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.