

PANHANDLE OIL & GAS INC
 Form 4
 November 04, 2014

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 *
 Spriestersbach Ben

2. Issuer Name and Ticker or Trading Symbol
 PANHANDLE OIL & GAS INC
 [PHX]

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

(Last) (First) (Middle)
 5400 N GRAND BLVD, SUITE 300
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 10/31/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Vice President - Land

OKLAHOMA CITY, OK 73112

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Panhandle Class A Common	10/31/2014	10/31/2014	D		434 <u>(1)</u> D <u>(1)</u> \$ 0.0167	41,133	D
Panhandle Class A Common	10/31/2014	10/31/2014	D		2,570 <u>(2)</u> D <u>(2)</u> \$ 0.0167	38,563	D
Panhandle Class A Common	10/31/2014	10/31/2014	D		934 <u>(2)</u> D <u>(2)</u> \$ 0.0167	37,629	D
Panhandle Class A	10/31/2014	10/31/2014	F		308 <u>(3)</u> D <u>(3)</u> \$ 20.56	37,321	D

Common

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

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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 Derivatives 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 Beneficially Owned Following Reported Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Spriestersbach Ben 5400 N GRAND BLVD SUITE 300 OKLAHOMA CITY, OK 73112			Vice President - Land	

Signatures

/s/ Ben
Spriestersbach 11/04/2014
 **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) Forfeiture of restricted stock award shares due to final determination that certain stock price performance criteria of the company were not achieved.
- (2) Forfeiture of restricted stock award shares due to not satisfying the time vesting requirement.
- (3) Represents shares withheld to cover payroll tax liability on partial vesting of previously granted restricted shares.

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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