

TETON ENERGY CORP

Form 144

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SEC USE ONLY

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WORK LOCATION

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 144

NOTICE OF PROPOSED SALE OF SECURITIES

PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

ATTENTION: Transmit for filing 3 copies of this form

concurrently with either placing an order with a broker

to execute sale or executing a sale directly

with a market maker

1 (a) NAME OF ISSUER (Please type or print)

Teton Energy Corporation

(b) IRS IDENT. NO.

84-1482290

(c) S.E.C. FILE NO.

1 (d) ADDRESS OF ISSUER

STREET

CITY

STATE

ZIP CODE

410 Seventeenth Street, Suite 1850

Denver, CO 80202

(e) TELEPHONE

AREA CODE

303

NUMBERS

565-4604

2

(a)

NAME OF PERSON FOR WHOSE ACCOUNT THE

SECURITIES ARE TO BE SOLD

Howard Cooper

(b)

IRS IDENT. NO.

524-64-4224

(c) RELATIONSHIP TO ISSUER

Director

(d)

ADDRESS STREET

CITY

STATE

ZIP CODE

1825 Upper Huckleberry Lane, Steamboat co 80477

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INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. identification Number and the S.E.C. File Number.

3(a)
Title of the
Class of
Securities
To Be Sold

(b)
Name and Address of Each Broker Through whom the
Securities Are To Be Offered or Each Market Maker
who Is Acquiring the Securities

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(c)
Number of Shares
or Other Units
To Be Sold
See instr. 3(c)

(d)
Aggregate
Market
Value
(See instr. 3(d))

(e)
Number of Shares
or Other Units Outstanding
(See instr. 3(e))

(f)
Approximate
Date of Sale
(See instr. 3(f))
(MO. DAY YR.)

(g)
Name of Each
Securities
Exchange
(See instr. 3(g))

Broker-Dealer
File Number

Common
C.K. Cooper & Company
18300 Von Karman ste. 700
Irvine, CA 92612

137, 235
62.49M
10.59M

INSTRUCTIONS:

1. (a) Name of issuer
(b) Issuer's I.R.S. Identification Number
(c) Issuer's S.E.C. file number, if any
(d) Issuer's address, including zip code
(e) Issuer's telephone number, including area code

2. (a) Name of person for whose account
the securities are to be sold
(b) Such person's I.R.S. identification number,
if such person is an entity
(c) Such person's relationship to the issuer (e.g.,
officer, director, 10% stockholder, or member of immediate
family of any of the foregoing)
(d) Such person's address, including zip code

3. (a) Title of the class of securities to be sold
(b) Name and Address of each broker through whom the
securities are intended to be sold
(c) Number of shares or other units to be sold (if debt
securities, give the aggregate face amount)
(d) Aggregate market value of the securities to be sold a
s of a specified date within 10 days prior to the filing of
this notice
(e) Number of shares or other units of the class outstanding,
or if debt securities the face amount thereof outstanding,
as shown by the most recent report or
statement published by the issuer
(f) Approximate date on which the securities
are to be sold
(g) Name of each securities exchange, if any,
on which the securities are intended to be sold

TABLE I - SECURITIES TO BE SOLD

Furnish the following information with respect
to the acquisition of the securities to be sold
and with respect to the payment of all or any part
of the purchase price or other consideration therefore:

Title of the Class
Date you Acquired
Nature of Acquisition Transaction
Name of Person from Whom Acquired

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(if gift, also give date donor acquired)

Amount of Securities Acquired

Date of Payment

Nature of Payment

Common

11/18/96

Open market value and founding shares

Howard Cooper

137235

INSTRUCTIONS:

1. If the securities were purchased and full payment therefore was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

2. If within two years after the acquisition of the securities the person for whose account they are to be sold had any short positions, put or other option to dispose of securities referred to in paragraph (d) (3) of Rule 144, furnish full information with respect thereto.

TABLE II - SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

Name and Address of Seller

Title of Securities Sold

Date of Sale

Amount of Securities Sold

Gross Proceeds

REMARKS:

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION:

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The person for whose account the securities
to which this notice relates are to be sold
hereby represents by signing this notice that he does
not know any material adverse information in regard
to the current and prospective operations of the Issuer
of the securities to be sold which has not
been publicly disclosed.

DATE OF NOTICE

(SIGNATURE)

ATTENTION: Intentional misstatements or omissions
of facts constitute Federal Criminal Violations
(See 18 U.S.C. 1001)