

US ENERGY CORP
Form 4
October 21, 2005

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 *
LARSEN MARK J

(Last) (First) (Middle)
877 NORTH 8TH WEST
(Street)

RIVERTON, WY 82501

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
US ENERGY CORP [USEG]

3. Date of Earliest Transaction
(Month/Day/Year)
10/14/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
PRESIDENT & COO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| U.S. Energy Common Stock | | | | | 29,578 | D (1) (2) | |
| U.S. Energy Common Stock | | | | | 4,600 | I (3) | By Custodian For Child |
| U.S. Energy Common Stock | | | | | 37,434 | I (4) | By ESOP |

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| | | | |
|-----------------------------------|---------|------------------|---------------------------|
| U.S. Energy Common Stock | 100,518 | I ⁽⁵⁾ | By Immediate Family |
|-----------------------------------|---------|------------------|---------------------------|

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

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(9-02)

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Employee Option 6 (Right to Buy) | \$ 3.86 | 10/14/2005 | | A | 9,974 | 10/14/2005 10/13/2015 | U.S. Energy Common Stock 9,974 |
| Employee Option 6 (Right to Buy) | \$ 3.86 | 10/14/2005 | | A | 90,026 | 10/14/2005 10/13/2015 | U.S. Energy Common Stock 90,026 |
| Employee Option 1 (Right to Buy) | \$ 2.875 | | | | | 12/04/1998 09/05/2008 | U.S. Energy Common Stock 27,782 |
| Employee Option 2 (Right to Buy) | \$ 2.4 | | | | | 01/10/2001 01/09/2011 | U.S. Energy Common Stock 41,240 |
| Employee Option 3 (Right to Buy) | \$ 3.9 | | | | | 12/07/2001 12/06/2011 | U.S. Energy Common Stock 100,000 |
| Employee Option 4 (Right to Buy) | \$ 2.25 | | | | | 08/08/2002 12/07/2011 | U.S. Energy Common Stock 97,000 |

Employee
Option 5
(Right to
Buy)

\$ 2.46

07/01/2004 06/30/2014

U.S.
Energy
Common
Stock

125,00

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| LARSEN MARK J 877 NORTH 8TH WEST RIVERTON, WY 82501 | | | PRESIDENT & COO | |

Signatures

By: Robert Scott Lorimer Attorney
in Fact

10/21/2005

__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) Includes 18,054 shares held directly by the Reporting Person.
- (2) Includes 2,500 shares held directly by the Reporting Person under the USEG 2001 Stock Compensation Plan.
- (3) Includes 4,600 shares indirectly held by the Reporting Person as Custodian for minor children under the Wyoming Uniform Transfers to Minors Act. The Reporting Person disclaims beneficial and pecuniary interest in these shares.
Shares held in the U.S. Energy Corp. Employee Stock Ownership Plan (the 'ESOP') in an account established for the benefit of the
- (4) Reporting Person. Subsequent to the final year end close the number of shares issued to the Reporting Person's ESOP account may be adjusted.
- (5) Includes a balance of shares held in ESOP accounts established to benefit members of the Reporting Persons 'Immediate Family', as that term is defined in Rule 16a-1(e), in accordance with Rule 16a-8(b)(2).
- (6) Includes stock options granted under the Issuer's 2001 Incentive Stock Option Plan and exempt under Rule 16b-3.
- (7) Includes stock options granted under the Issuer's 1998 Incentive Stock Option Plan and exempt under Rule 16b-3.

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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