

PANHANDLE OIL & GAS INC
 Form 4
 January 08, 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 *
ROBOTTI ROBERT

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)

3. Date of Earliest Transaction (Month/Day/Year)
01/06/2014

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

6 EAST 43RD STREET, 23RD FLOOR

(Street)

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

NEW YORK, NY 10017

(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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Class A Common Stock, \$0.0166 Par Value	01/06/2014		J ⁽¹⁾	12,000	D	\$ 0 (2)	573,157 ⁽³⁾ ⁽⁴⁾ (5) (6) (7) (8)	I See Footnote ⁽⁹⁾
Class A Common Stock, \$0.0166 Par Value	01/06/2014		J ⁽¹⁾	12,000	A	\$ 0 (2)	573,157 ⁽³⁾ ⁽⁴⁾ (5) (6) (7) (8)	I See Footnote ⁽⁹⁾

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5)
				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
ROBOTTI ROBERT 6 EAST 43RD STREET 23RD FLOOR NEW YORK, NY 10017	X			

Signatures

/s/ Robert E. Robotti 01/08/2014

__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) Reflects change in form of pecuniary interest of the Reporting Person as a result of the distribution in kind of 12,000 shares of the Class A Common Stock, \$0.0166 par value ("Common Stock"), to Robert Robotti from The Ravenswood Investment Company, L.P. ("RIC").
- (2) The distribution of shares was for no consideration.
- (3) This amount includes 18,740 shares of Common Stock owned by Robotti & Company, Incorporated ("ROBT").
- (4) This amount includes 1,000 shares of the Common Stock owned by Robotti & Company, LLC ("Robotti & Company").

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- (5) This amount includes 319,138 shares of the Common Stock owned by RIC.
- (6) This amount includes 194,639 shares of the Common Stock owned by Ravenswood Investments III, L.P. ("RI").
- (7) This amount includes 18,000 shares of the Common Stock owned by Suzanne Robotti ("Su Robotti"), wife of Robert Robotti.
- (8) This amount includes 21,640 shares of the Common Stock owned by Robert Robotti ("Robotti").

- Mr. Robotti may be deemed to beneficially own certain of the shares of Common Stock set forth in this Form 4 through his proportionate ownership of ROBT and Robotti & Company, as a managing member of Ravenswood Management Company, L.L.C., which serves as the general partner of RIC and RI, and through his marriage to Su Robotti. Mr. Robotti disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein, if any.
- (9)

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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