

Smith Howard Clark
 Form 4
 May 16, 2011

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 Smith Howard Clark

(Last) (First) (Middle)
 200 NORTH CANAL STREET
 (Street)

NATCHEZ, MS 391203212

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

CALLON PETROLEUM CO [CPE]

3. Date of Earliest Transaction (Month/Day/Year)
 05/12/2011

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)

Chief Information Officer

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 3,917 | D | |
| Common Stock | | | | | 3,612 ⁽¹⁾ | I | 401(k) Account |
| Common Stock | | | | | 31,419 | I | Jt. Ten. with Spouse |

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

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SEC 1474 (9-02)

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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 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) | | |
|------------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|--------|----------------------------------------------------------|-----------------|---------------------------------------------------------------|----------------------------|--------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| 2011 Phantom Shares <u>(2)</u> | \$ 7.01 | 05/12/2011 | 05/12/2011 | A | V | 10,000 | | 05/12/2012 | 12/31/2013 | Common Stock | 10,000 |
| 2011 Restricted Stock Units - Cash <u>(3)</u> | \$ 7.01 | 05/12/2011 | 05/12/2011 | A | V | 2,100 | | 05/12/2012 | 05/12/2014 | Common Stock | 2,100 |
| 2011 Restricted Stock Units - Stock <u>(4)</u> | \$ 7.01 | 05/12/2011 | 05/12/2011 | A | V | 11,900 | | 05/12/2012 | 05/12/2014 | Common Stock | 11,900 |
| 2009 Restricted Stock Units - Cash <u>(5)</u> | \$ 1.63 | | | | | | | <u>(5)</u> | <u>(5)</u> | Common Stock | 2,100 |
| 2009 Restricted Stock Units - Stock <u>(6)</u> | \$ 1.63 | | | | | | | <u>(6)</u> | <u>(6)</u> | Common Stock | 11,900 |
| 2010 Phantom Shares <u>(7)</u> | \$ 4.95 | | | | | | | 11/08/2010 | 12/31/2012 | Common Stock | 17,500 |
| 2010 Restricted Stock Units - Cash <u>(8)</u> | \$ 4.95 | | | | | | | 11/08/2010 | 05/07/2013 | Common Stock | 3,000 |

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- (8) Restricted Stock Units will vest on the third anniversary date following the grant date. Payment will be made in cash based on the average of the opening and closing market price of the underlying common stock of the issuer on the date of vesting.
- (9) Restricted Stock Units will vest on the third anniversary date following the grant date. Payment will be made in shares of common stock of the issuer based on the average of the opening and closing market price of the underlying common stock on the date of vesting.

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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