

VAALCO ENERGY INC /DE/

Form 4

March 23, 2005

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**LONG T MICHAEL**

(Last) (First) (Middle)

**C/O BROWN BROTHERS  
HARRIMAN & CO., 140  
BROADWAY**

(Street)

**NEW YORK, NY 10005**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
**VAALCO ENERGY INC /DE/  
[EGY]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**03/17/2005**

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)

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)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/17/2005		C		18,334,250	A	<u>(3)</u>	31,263,441	I	See footnote <u>(1)</u>
Common Stock	03/17/2005		X		4,635,444	A	<u>(4)</u>	35,898,685	I	See footnote <u>(1)</u>
Common Stock	03/22/2005		<u>J</u> <sup>(2)</sup>		35,898,685	D	\$ 3.85	0	I	See footnote <u>(1)</u>

# Edgar Filing: VAALCO ENERGY INC /DE/ - Form 4

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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
Preferred Stock	(3)	03/17/2005		C		6,667		(5)	(6)	Common Stock	18,33
Warrants	(4)	03/17/2005		X		7,500,000		(5)	06/10/2007	Common Stock	4,635

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LONG T MICHAEL C/O BROWN BROTHERS HARRIMAN & CO. 140 BROADWAY NEW YORK, NY 10005	X	X		

## Signatures

/s/ T. Michael  
Long  
03/23/2005  
\_\_\_\_\_  
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) By The 1818 Fund II, L.P. ("Fund II"). Long is a general partner of Brown Brothers Harriman & Co. ("BBH"), the general partner of Fund II, and, as such, his pecuniary interest in the securities is limited to his percentage interest in BBH's interest in such securities.
- (2) Sale of Common Stock pursuant to a registration statement filed by Vaalco Energy, Inc. with the Securities and Exchange Commission on December 27, 2004.
- (3)

## Edgar Filing: VAALCO ENERGY INC /DE/ - Form 4

6,667 shares of Preferred Stock were converted into 18,334,250 shares of Common Stock for no additional consideration in accordance with the terms of the Preferred Stock.

- (4) The exercise price of \$0.50 per share was paid by the forfeiture in accordance with the terms of the Warrants of an aggregate of 614,755 Warrants with respect to shares of Common Stock.
- (5) Immediate.
- (6) Not applicable.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.