

CREDO PETROLEUM CORP

Form 4

April 05, 2011

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
RCH Energy Opportunity Fund II L
P

2. Issuer Name **and** Ticker or Trading
Symbol
CREDO PETROLEUM CORP
[CRED]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
3953 MAPLE AVENUE, SUITE 180

3. Date of Earliest Transaction
(Month/Day/Year)
04/01/2011

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

(Street)
DALLAS, TX 75219

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting
Person

(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)
Common Stock	04/01/2011		J ⁽¹⁾	V Amount 1,150,000 ⁽²⁾	D \$ 0 0	D	

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

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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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 Beneficial Owned Following Reported Transaction (Instr. 6)	
				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
RCH Energy Opportunity Fund II L P 3953 MAPLE AVENUE, SUITE 180 DALLAS, TX 75219		X		
RCH Energy Opportunity Fund II GP, LP 3953 MAPLE AVENUE, SUITE 180 DALLAS, TX 75219		X		

Signatures

RCH ENERGY OPPORTUNITY FUND II, L.P. By: RCH Energy Opportunity Fund II GP, L.P., its general partner By: RR Advisors, LLC, its general partner By: /s/ W. Mark Meyer, President

04/05/2011

Signature of Reporting Person

Date _____

RCH ENERGY OPPORTUNITY FUND II GP, L.P. By: RR Advisors, LLC, its general partner By: /s/ W. Mark Meyer, President

04/05/2011

**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) Represents a transfer of shares owned by RCH Energy Opportunity Fund II, L.P. ("RCH Fund II") to its affiliate RCH Energy SSI Fund, L.P. ("RCH SSI Fund") in connection with a restructuring of RCH Fund II.
- RCH Fund II directly beneficially owns all of the securities identified herein. RCH Energy Opportunity Fund II GP, L.P. ("RCH Fund II GP") may be deemed to indirectly beneficially own such securities because RCH Fund II GP is the general partner of RCH Fund II. At the time of the transaction reported herein, RCH Fund II and RCH Fund II GP may have been deemed to constitute a Section 13(d) group
- (2) with respect to the issuer with Robert J. Raymond, RR Advisors, LLC, RCH Energy Opportunity Fund III, L.P. and RCH Energy Opportunity Fund III GP, L.P. Each member of such group disclaims beneficial ownership of such securities except to the extent of their respective pecuniary interest therein, and nothing in this report shall be deemed an admission of beneficial ownership of such securities for purposes of Section 16 or for any other purpose.

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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