

BASSO DONALD V

Form 4

July 06, 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 *
BASSO DONALD V

2. Issuer Name **and** Ticker or Trading
Symbol

MAGELLAN PETROLEUM CORP
/DE/ [MPET]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

4024-40 AVENUE N.W.

(Street)

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

07/01/2011

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

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

CALGARY, ALBERTA, Z4 T3A
OW9

(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 Indirect Beneficial Ownership (Instr. 4)
COMMON STOCK (1) (2)	07/01/2011		A	V Amount (D) Price 15,000 (3) A \$ 0 (4)	77,900 (5)	D	

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
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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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BASSO DONALD V 4024-40 AVENUE N.W. CALGARY, ALBERTA, Z4 T3A 0W9	X

Signatures

/s/ Donald V. Basso, by Edward B. Whittemore,
attorney-in-fact 07/06/2011

____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) Prior to July 1, 2011, the Company's non-employee director compensation policy ("Policy") provided for an annual stock award under Section 9 of the Company's 1998 Stock Incentive Plan ("Plan") with a value equal to \$35,000 to be made to each non-employee director on either July 1, 2011 or the date of the annual shareholder meeting held during each Company fiscal year, subject to a cap of 15,000 shares (the difference in value between the shares and \$35,000 to be in cash) ("Stock Award").

(2) On July 1, 2011, the Company's Board of Directors ("Board"), upon recommendation of the Compensation, Nominating and Governance Committee ("Committee"), amended the Policy to provide for either a Stock Award or a \$35,000 cash award to exercise previously issued Company stock options under the Plan ("Cash Award"). To the extent that a Cash Award is elected by a director, the director must exercise options which are at least equal to the value of shares that would have been received had the director elected to receive a Stock Award (rounded up to the nearest whole option). Any difference between this amount and \$35,000 is paid in cash.

(3) On July 1, 2011, the Board, upon recommendation of the Committee, approved the granting of either a Stock Award or a Cash Award to each of the eligible non-employee directors. Mr. Basso elected to receive a Stock Award.

(4) The fair market value of a share of the Company's common stock on July 1, 2011, was \$1.68, calculated in accordance with the Plan.

(5) Amount reported does not include beneficial ownership of the shares subject to stock options held by the reporting person which have been previously reported in Table II.

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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