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GERACI JOSEPH ANTHONY II Form 4 February 06, 2008 **OMB APPROVAL** FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading GERACI JOSEPH ANTHONY II Issuer Symbol NORTHERN OIL & GAS, INC. (Check all applicable) [KNTX] (Last) (First) (Middle) 3. Date of Earliest Transaction Director X__ 10% Owner Officer (give title Other (specify (Month/Day/Year) below) below) 80 SOUTH 8TH STREET, SUITE 02/04/2008 900 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting MINNEAPOLIS, MN 55402 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed 4. Securities Acquired 1.Title of 3. 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) any Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned Ownership (D) or Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) (D) Price Code V Amount By Mill Common City 2,480,000 Ι Stock Ventures, LP (1) By Lantern Common 905,000 I Advisers, Stock LLC (2)By Mill Common City 08/31/2007 J(4) V 250.000 D (4)0 I Stock Advisors, LLC (3)

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Common Stock	08/31/2007	J <u>(4)</u>	V 35,000	А	<u>(4)</u>	310,000	D	
Common Stock	08/31/2007	J <u>(4)</u>	V 215,000	A	<u>(4)</u>	215,000	Ι	By Spouse
Common Stock	02/04/2008	S	50,000	D	\$ 3.5	200,000	I	By Isles Capital,

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2. Conversion	3. Transaction Date		4. Transact	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu Donis
Derivative	Conversion	(Month/Day/Year)	,		onNumber	Expiration D		Amou		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under		Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(
					4, and 5)						
									Amount		
									or		
						Date Exercisable	Expiration Date		Number		
									of		
				Code V	(A) (D)				Shares		
				Code v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / AddressRelationshipDirector10% OwnerOfficerOtherGERACI JOSEPH ANTHONY II
80 SOUTH 8TH STREET, SUITE 900
MINNEAPOLIS, MN 55402XXYSignaturesXYYY/s/ Joseph A.
Geraci II02/06/2008YYY

Reporting Person

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).
- A Minnesota limited partnership, of which Mill City Advisors LLC (a Minnesota limited liability company) is the General Partner. The (1) Reporting Person is the sole member of Mill City Advisors LLC. The Reporting Person disclaims beneficial ownership of these securities, except as to those in which he may have a pecuniary interest.
- (2) A limited liability company, of which the Reporting Person is a member. The Reporting Person disclaims beneficial ownership of these securities, except as to those in which he may have a pecuniary interest in by virtue of his membership in the LLC.
- (3) A limited liability company of which the Reporting Person is sole member.
- (4) Shares transfered as a distribution from the limited liability company.

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.