

Approach Resources Inc
 Form 3
 November 16, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement		3. Issuer Name and Ticker or Trading Symbol	
J. Cleo Thompson Petroleum Management, L.L.C.			(Month/Day/Year)		Approach Resources Inc [AREX]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer			5. If Amendment, Date Original Filed(Month/Day/Year)
325 NORTH SAINT PAUL, SUITE 4300			(Check all applicable)			
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> Officer (give title below)		<input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)	
DALLAS, TX 75201			6. Individual or Joint/Group Filing(Check Applicable Line)			
(City)	(State)	(Zip)	<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	4,239,243 ⁽¹⁾	I	See Footnote ⁽²⁾

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
J. Cleo Thompson Petroleum Management, L.L.C. 325 NORTH SAINT PAUL SUITE 4300 DALLAS, TX 75201	^	^ X	^	^
Neo Canyon Exploration, L.P. 325 NORTH SAINT PAUL SUITE 4300 DALLAS, TX 75201	^	^ X	^	^

Signatures

J. Cleo Thompson Petroleum Management, L.L.C., /s/ J. Curtis Henderson, as attorney-in-fact

11/16/2007

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

The Reporting Person disclaims beneficial ownership of these securities except to the extent of its pecuniary interests therein, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of these securities for Section 16 or for any other purposes.

(2) These securities are owned directly by Neo Canyon Exploration, L.P., of which J. Cleo Thompson Petroleum Management, L.L.C. is the general partner. J. Cleo Thompson Petroleum Management, L.L.C. is an indirect beneficial owner of the reported securities.

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.