

Approach Resources Inc
Form 4
November 16, 2007

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
J. Cleo Thompson Petroleum Management, L.L.C.

(Last) (First) (Middle)

325 NORTH SAINT PAUL, SUITE 4300

(Street)

DALLAS, TX 75201

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Approach Resources Inc [AREX]

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

11/14/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X 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	11/14/2007		J ⁽³⁾		2,021,148	D	\$ 11.16
					2,218,095 ⁽⁴⁾	I	
Common Stock ⁽¹⁾	11/14/2007		S		2,061,290	D	\$ 11.16
					156,805 ⁽⁴⁾	I	
Common Stock ⁽²⁾	11/16/2007		S		156,805	D	\$ 11.16
					0	I	

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

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(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				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
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 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).

- These shares were sold in the initial public offering of Approach Resources Inc. ("Approach") pursuant to an Underwriting Agreement
- (1) dated November 7, 2007, among Approach, the Reporting Person and J.P. Morgan Securities Inc. and Wachova Capital Markets, LLC, as representatives of the several underwriters named therein (the "Underwriting Agreement").
 - (2) These shares were sold pursuant to the exercise of the underwriters' over-allotment option described in the Underwriting Agreement.

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- (3) These shares were redeemed by the issuer at a price equal to \$11.16 per share.

The Reporting Person disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein, and this

- (4) 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 purpose.

- (5) 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.