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LAWRENCE BRYAN H

Form 4

November 14, 2008

FORM 4

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

OMB APPROVAL OMB

3235-0287 Number:

Expires:

January 31, 2005

0.5

Estimated average

burden hours per

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Check this box

Form 5 obligations may continue. See Instruction

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

1(b).

share

(Print or Type Responses)

1. Name and Address of Reporting Person * LAWRENCE BRYAN H		S	2. Issuer Name and Ticker or Trading Symbol Approach Resources Inc [AREX]					5. Relationship of Reporting Person(s) to Issuer				
(Lost)	(Eirat) (N		• •			IIIL2 I	•)	(Check all applicable)				
	410 PARK AVENUE, 19TH		3. Date of Earliest Transaction (Month/Day/Year) 11/13/2008					X Director 10% Owner Officer (give title below) Other (specify below)				
	(Street)	4.	. If Ame	ndment, Da	te Original			6. Individual or J	oint/Group Fili	ing(Check		
NEW YOR			iled(Mon	onth/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecuriti	ies Acq	uired, Disposed o	of, or Beneficia	ally Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution D any (Month/Day	Date, if	3. Transactio Code (Instr. 8)	4. Securitie r(A) or Disp (Instr. 3, 4	osed o	of (D)	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, par value \$0.01 per share	11/13/2008			J <u>(1)</u>	936,451	D	\$ 0	4,846,483 <u>(2)</u>	I	By Yorktown Energy Partners V, L.P.		
Common Stock, par value \$0.01 per	11/13/2008			J <u>(3)</u>	119,011	A	\$0	141,363	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)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Da	ate	Amoun	it of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Owne
	Security				Acquired						Follo
	-				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manust		
									Amount		
						Date	Expiration		or N		
						Exercisable	Date	Title Number			
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LAWRENCE BRYAN H
410 PARK AVENUE
19TH FLOOR
NEW YORK, NY 10022-4407

Signatures

/s/ Bryan H. 11/14/2008 Lawrence

**Signature of Date
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).
- (1) Pro rata distribution from Yorktown Energy Partners V, L.P., of which the reporting person is a member and a manager of its general partner, Yorktown V Company LLC.
- The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for Section 16 or any other purpose.
- (3) Pro rata distribution from Yorktown Energy Partners V, L.P. and Yorktown V Company LLC.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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