

Reed Glenn Wilson
Form 4
November 17, 2008

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 *
Reed Glenn Wilson

(Last) (First) (Middle)

ONE RIDGMAR CENTRE, 6500
W. FREEWAY, SUITE 800

(Street)

FORT WORTH, TX 76116

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Approach Resources Inc [AREX]

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

11/11/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Exec VP of Eng & Ops

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

Form filed by One Reporting Person

____ 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 or Price | | |
| Common Stock | 11/11/2008 | | M | | 17,307 A \$ 3.33 | 81,954 ⁽¹⁾ | D |
| Common Stock | 11/11/2008 | | S | | 1,400 D \$ 12.5 | 80,554 | D |
| Common Stock | 11/11/2008 | | S | | 200 D \$ 12.51 | 80,354 | D |
| Common Stock | 11/11/2008 | | S | | 400 D \$ 12.52 | 79,954 | D |
| Common Stock | 11/11/2008 | | S | | 800 D \$ 12.54 | 79,154 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|--------|---|
| Common Stock | 11/11/2008 | S | 400 | D | \$ 12.57 | 78,754 | D |
| Common Stock | 11/11/2008 | S | 400 | D | \$ 12.6 | 78,354 | D |
| Common Stock | 11/11/2008 | S | 200 | D | \$ 12.61 | 78,154 | D |
| Common Stock | 11/11/2008 | S | 100 | D | \$ 12.62 | 78,054 | D |
| Common Stock | 11/11/2008 | S | 400 | D | \$ 12.66 | 77,654 | D |
| Common Stock | 11/11/2008 | S | 600 | D | \$ 12.69 | 77,054 | D |
| Common Stock | 11/11/2008 | S | 600 | D | \$ 12.7 | 76,454 | D |
| Common Stock | 11/11/2008 | S | 1,105 | D | \$ 12.9 | 75,349 | D |
| Common Stock | 11/11/2008 | S | 56 | D | \$ 12.92 | 75,293 | D |
| Common Stock | 11/11/2008 | S | 300 | D | \$ 12.95 | 74,993 | D |
| Common Stock | 11/11/2008 | S | 100 | D | \$ 12.97 | 74,893 | D |
| Common Stock | 11/11/2008 | S | 200 | D | \$ 13 | 74,693 | D |
| Common Stock | 11/11/2008 | S | 15 | D | \$ 13.05 | 75,678 | D |
| Common Stock | 11/11/2008 | S | 400 | D | \$ 13.06 | 74,278 | D |
| Common Stock | 11/11/2008 | S | 100 | D | \$ 13.07 | 74,178 | D |
| Common Stock | 11/11/2008 | S | 24 | D | \$ 13.09 | 74,154 | D |
| Common Stock | 11/11/2008 | S | 200 | D | \$ 13.1 | 73,954 | D |
| Common Stock | 11/11/2008 | S | 100 | D | \$ 13.11 | 73,854 | D |
| Common Stock | 11/11/2008 | S | 100 | D | \$ 13.15 | 73,754 | D |
| Common Stock | 11/11/2008 | S | 700 | D | \$ 13.16 | 73,054 | D |
| | 11/11/2008 | S | 200 | D | | 72,854 | D |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------|-----------------------|---|
| Common Stock | | | | | | \$ 13.17 | |
| Common Stock | 11/11/2008 | S | 200 | D | \$ 13.19 | 72,654 | D |
| Common Stock | 11/11/2008 | S | 100 | D | \$ 13.3 | 72,554 | D |
| Common Stock | 11/13/2008 | M | 17,307 | A | \$ 3.33 | 72,554 ⁽²⁾ | 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 displays a currently valid OMB control number.

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 3.33 | 11/11/2008 | | M | 17,307 | ⁽³⁾ 08/16/2004 | Common Stock 17,307 |
| Employee Stock Option (Right to Buy) | \$ 3.33 | 11/13/2008 | | M | 17,307 | ⁽³⁾ 08/16/2004 | Common Stock 17,307 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Reed Glenn Wilson ONE RIDGMAR CENTRE | | | Exec VP of Eng & Ops | |

6500 W. FREEWAY, SUITE 800
FORT WORTH, TX 76116

Signatures

/s/ J. Curtis Henderson,
attorney-in-fact

11/13/2008

**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) Reflects the reporting person's transfer on June 9, 2008 of 64,647 shares to the reporting person's ex-wife pursuant to a final decree of divorce dated January 22, 2008, which is exempt from Section 16 of the Securities Exchange Act (the "Act") by virtue of Rule 16a-12.
 - (2) Reflects the reporting person's transfer on November 13, 2008 of 17,307 shares to the reporting person's ex-wife pursuant to a final decree of divorce dated January 22, 2008, which is exempt from Section 16 of the Act by virtue of Rule 16a-12.
 - (3) Currently exercisable.

Remarks:

The Form 4 filed by the reporting person on November 13, 2008 was filed under an incorrect CIK number. The reporting person filed this Form 4 solely to file the Form 4 under the proper CIK number. Other than these explanatory remarks, no other amendments have been made to the Form 4 filed on November 13, 2008.

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.