

RGC RESOURCES INC
Form 4/A
June 28, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
D ORAZIO JOHN S

(Last) (First) (Middle)

PO BOX 13007

(Street)

ROANOKE, VA 24030

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
RGC RESOURCES INC [RGC0]

3. Date of Earliest Transaction
(Month/Day/Year)
06/06/2012

4. If Amendment, Date Original Filed(Month/Day/Year)
06/08/2012

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
VP & COO Roanoke Gas Co (sub)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	06/06/2012		M	47	A \$ 9.05	9,607.462	D
Common Stock	06/06/2012		S	47	D \$ 17.39	9,560.462	D
Common Stock	06/06/2012		M	1,000	A \$ 9.05	10,560.462	D
Common Stock	06/06/2012		S	1,000	D \$ 17.3	9,560.462	D
Common Stock	06/07/2012		M	1,400	A \$ 9.05	10,960.462	D

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Common Stock	06/07/2012	S	1,400	D	\$ 17.3	9,560.462	D
Common Stock	06/07/2012	M	100	A	\$ 9.05	9,660.462	D
Common Stock	06/07/2012	S	100	D	\$ 17.31	9,560.462	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 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. Amount or Number of Shares
Employee Stock Option	\$ 9.05	06/06/2012		M	1,047	<u>(1)</u> 12/04/2012	Common Stock	1,047
Employee Stock Option	\$ 9.05	06/07/2012		M	1,500	<u>(1)</u> 12/04/2012	Common Stock	1,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
D ORAZIO JOHN S PO BOX 13007 ROANOKE, VA 24030			VP & COO Roanoke Gas Co (sub)	

Signatures

John S. D'Orazio by Howard T. Lyon, POA dated
04/09/02

06/28/2012

__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) All options fully exercisable six months after date of grant

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

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