

Zimmerman Scott J  
 Form 4  
 May 22, 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 \*  
 Zimmerman Scott J

2. Issuer Name and Ticker or Trading Symbol  
 Storm Cat Energy CORP [SCU]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 1125 SEVENTEENTH STREET,  
 SUITE 2310

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 05/18/2007

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

(Street)  
 DENVER, CO 80202

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

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 Beneficial Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	Disposed of (D)		Date Exercisable	Expiration Date	Title
				(A)	(D)			
Options to purchase Common Shares	\$ 0.38 <sup>(1)</sup>	05/18/2007	D <sup>(2)</sup>		900,000	<sup>(2)</sup>	08/25/2009	Common Shares
Options to purchase Common Shares	\$ 0.38 <sup>(1)</sup>	05/18/2007	A <sup>(2)</sup>	900,000		05/18/2007 <sup>(2)</sup>	08/25/2009	Common Shares
Options to purchase Common Shares	\$ 1.51 <sup>(1)</sup>	05/18/2007	D <sup>(2)</sup>		200,000	<sup>(2)</sup>	04/29/2010	Common Shares
Options to purchase Common Shares	\$ 1.51 <sup>(1)</sup>	05/18/2007	A <sup>(2)</sup>	200,000		05/18/2007 <sup>(2)</sup>	04/29/2010	Common Shares
Options to purchase Common Shares	\$ 2.59 <sup>(1)</sup>	05/18/2007	D <sup>(2)</sup>		300,000	<sup>(2)</sup>	03/09/2011	Common Shares
Options to purchase Common Shares	\$ 2.59 <sup>(1)</sup>	05/18/2007	A <sup>(2)</sup>	300,000		05/18/2007 <sup>(2)</sup>	03/09/2011	Common Shares
Options to purchase Common Shares	\$ 2.4 <sup>(1)</sup>	05/18/2007	D <sup>(2)</sup>		15,000	<sup>(2)</sup>	06/30/2011	Common Shares
Options to purchase Common Shares	\$ 2.4 <sup>(1)</sup>	05/18/2007	A <sup>(2)</sup>	15,000		05/18/2007 <sup>(2)</sup>	06/30/2011	Common Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zimmerman Scott J 1125 SEVENTEENTH STREET, SUITE 2310 DENVER, CO 80202	X			

## Signatures

/s/ Richard J. Mattera, by power of attorney

05/22/2007

\_\_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).

(1) Exercise price reflects conversion from Canadian dollars to U.S. dollars based on the exchange rate on the date of the original grant.

This reported transaction, coupled with the accompanying acquisition or disposition transaction (as the case may be), involved an amendment of outstanding options, resulting in the deemed cancellation of the "old" options and the grant of replacement options.

(2) Pursuant to the terms of a Separation and Release Agreement (the "Agreement"), effective May 18, 2007, between the reporting person and the issuer, any stock options held by the reporting person as of the Separation Date, as defined in the Agreement, shall continue to be exercisable until their expiration date. In addition, the Agreement further provides that any stock options held by the reporting person that are not vested as of the Separation date, as defined in the agreement, shall be immediately accelerated as of the effective date of the Agreement.

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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