

SARATOGA RESOURCES INC /TX  
 Form 4  
 December 12, 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 \*  
 Clifford Andy

2. Issuer Name and Ticker or Trading Symbol  
 SARATOGA RESOURCES INC /TX [SROE.OB]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 402 COACHMAN LANE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/06/2007

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

HOUSTON, TX 77024  
 (City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	Price		
Common Stock				V	Amount		
Common Stock	12/10/2007		P	A	\$ 1,539	I	Held by SEP-IRA
Common Stock	12/11/2007		P	A	\$ 5,886	I	Held by SEP-IRA
Common Stock	12/06/2007		P	A	\$ 2,000	I	By spouse (SEP-IRA)
Common Stock					125,000	D	
Common Stock					2,500,000 <sup>(1)</sup>	I	By CPK Resources LLC <sup>(2)</sup>

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Common Stock 12/11/2007 P 2,173 A \$ 1.15 4,173 I By spouse (SEP-IRA)

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

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Clifford Andy 402 COACHMAN LANE HOUSTON, TX 77024	X	X	President	

Signatures

Michael Sanders, Attorney in Fact 12/12/2007  
 \*\*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) 2,000,000 shares held by CPK Resources are subject to forfeiture on termination of Mr. Clifford's employment if, on that date, (1) Saratoga Resources has not completed the acquisition of oil and gas properties and interests with an aggregate value of at least \$25 million during Mr. Clifford's employment, or (2) Mr. Clifford is not continuing in his service as President of Saratoga Resources on October 8, 2008.
- (2) Mr. Clifford is the principal officer and owner of CPK Resources.

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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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