

CALLON PETROLEUM CO
Form 4
June 19, 2008

FORM 4

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

OMB APPROVAL

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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 *
MAYFIELD ROBERT A

(Last) (First) (Middle)
200 NORTH CANAL STREET
(Street)

NATCHEZ, MS 391203212

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CALLON PETROLEUM CO [CPE]

3. Date of Earliest Transaction (Month/Day/Year)
06/17/2008

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)
Corporate Secretary

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) Code V Amount Price			
Common Stock	06/17/2008	06/17/2008	S	V 1,572 D \$ 27.54	21,306	D	
Common Stock	06/18/2008	06/18/2008	M	V 7,000 A \$ 9	28,306	D	
Common Stock	06/18/2008	06/18/2008	M	V 5,000 A \$ 10.5	33,306	D	
Common Stock	06/18/2008	06/18/2008	M	V 2,050 A \$ 3.7	35,356	D	
Common Stock	06/18/2008	06/18/2008	F	V 7,464 D \$ 27.72	27,892	D	

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Common Stock	06/19/2008	06/19/2008	S	V	6,586	D	\$ 27.62	21,306	D	
Common Stock	06/17/2008	06/17/2008	J	V	<u>2,518</u> (1)	D	\$ 27.35	2,518	I	401(k) Account

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (Right to Buy)	\$ 9	06/18/2008	06/18/2008	M	V 7,000	09/05/1999 03/05/2009	Common Stock	7,000	
Stock Option (Right to Buy)	\$ 10.5	06/18/2008	06/18/2008	M	V 5,000	09/23/2000 03/23/2010	Common Stock	5,000	
Stock Option (Right to Buy)	\$ 3.7	06/18/2008	06/18/2008	M	V 2,050	02/24/2003 08/23/2012	Common Stock	2,050	
2004 Performance Shares	\$ 13.71					05/05/2005 07/14/2014	Common Stock	4,400	
2006 Performance Shares	\$ 15.83					08/21/2006 08/21/2010	Common Stock	9,600	
2008 Performance Stock Award	\$ 0 ⁽²⁾					⁽²⁾ ⁽²⁾	Common Stock	4,000	
Stock Option (Right to Buy)	\$ 4.5					01/13/2003 07/12/2012	Common Stock	4,800	

Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MAYFIELD ROBERT A 200 NORTH CANAL STREET NATCHEZ, MS 391203212			Corporate Secretary	

Signatures

/s/ MAYFIELD,
ROBERT A. 06/19/2008

**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) Represents equivalent shares liquidated within participant's 401-K portfolio and reinvested in other investments.
The number of shares awarded is conditioned based on the achievement of a specified performance target, based upon the price of
- (2) Callon's stock, to be calculated on December 31, 2010. If the performance target is achieved, vesting with respect to the awarded shares will occur on 04/18/2011, the third anniversary following the award date.

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.