

VAALCO ENERGY INC /DE/  
Form 4  
August 14, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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 \*  
**CUTRER GAYLA M**

2. Issuer Name and Ticker or Trading Symbol  
**VAALCO ENERGY INC /DE/ [EGY]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**4600 POST OAK PLACE, SUITE 309**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**08/12/2014**

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Executive Vice President**

**HOUSTON, TX 77027**

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

(City) (State) (Zip)

**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) |        |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--------|---|
|                                 |                                      |  |                                | Code V  | Amount  | (A) or (D)   | Price                             |        |   |
| Common Stock                    | 08/12/2014                           |  | M                              |   | 11,000  | A  | \$ 4.28                           | 33,868 | D |
| Common Stock                    | 08/12/2014                           |  | S                              |   | 11,000  | D  | \$ 8.02                           | 22,868 | D |
| Common Stock                    | 08/13/2014                           |  | M                              |   | 15,275  | A  | \$ 4.28                           | 38,143 | D |
| Common Stock                    | 08/13/2014                           |  | S                              |   | 15,275  | D  | \$ 8.05                           | 22,868 | D |

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non Qualified Stock Option (Right to buy)  | \$ 4.28  | 08/12/2014                           |  | M                              | 11,000  | <sup>(1)</sup> 03/03/2015                                | Common Stock  | 11,000                     |
| Non Qualified Stock Options(right to Buy)  | \$ 4.28  | 08/13/2014                           |  | M                              | 15,275  | <sup>(1)</sup> 03/03/2015                                | Common Stock  | 15,275                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| CUTRER GAYLA M<br>4600 POST OAK PLACE<br>SUITE 309<br>HOUSTON, TX 77027 |               |           | Executive Vice President |       |

## Signatures

Gayla M. Cutrer 08/14/2014

\*\*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) The options vested 1/3 on each of 03/03/2010, 2011, 2012

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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