

US ENERGY CORP
Form 4
October 21, 2005

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 *
ANDERSON DON C

(Last) (First) (Middle)

PO BOX 680, 267 ST MORITS

(Street)

MIDWAY, UT 84049

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
US ENERGY CORP [USEG]

3. Date of Earliest Transaction
(Month/Day/Year)
10/14/2005

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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| U.S. Energy Common Stock | | | | (A) or (D) Price | 40,849 | D (1) (2) (3) | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | |
| Director Option 6 (Right to Buy) | \$ 3.86 | 10/14/2005 | | A | 19,533 | 10/14/2005 10/13/2015 | U.S. Energy Common Stock | 19,533 |
| Director Option 6 (Right to Buy) | \$ 3.86 | 10/14/2005 | | A | 5,467 | 10/14/2005 10/13/2015 | U.S. Energy Common Stock | 5,467 |
| Director Option 1 (Right to Buy) | \$ 2.875 | | | | | 12/04/1998 09/24/2008 | U.S. Energy Common Stock | 12,500 |
| Director Option 2 (Right to Buy) | \$ 2.4 | | | | | 01/10/2001 01/09/2011 | U.S. Energy Common Stock | 10,000 |
| Director Option 3 (Right to Buy) | \$ 3.9 | | | | | 12/07/2001 12/07/2011 | U.S. Energy Common Stock | 20,000 |
| Director Option 4 (Right to Buy) | \$ 2.25 | | | | | 08/08/2002 12/06/2011 | U.S. Energy Common Stock | 10,000 |
| Director/Option(RTB) | \$ 2.46 | | | | | 07/01/2005 06/30/2014 | U.S. Energy Common Stock | 50,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ANDERSON DON C PO BOX 680 | X | | | |

267 ST MORITS
MIDWAY, UT 84049

Signatures

By: Robert Scott Lorimer Attorney
in Fact

10/21/2005

__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) Includes 34,252 shares held directly by the Reporting Person.
- (2) Includes 3,055 shares held in an Individual Retirement Account (IRA) for the benefit of the Reporting Person.
- (3) Includes shares given to the Reporting Person as payment as a Non-Employee Director.
- (4) Options issued to Reporting Person as a member of the Issuer's Board of Directors.

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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