US ENERGY CORP
Form 4
July 05, 2007

# FORM 4

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

**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

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
LORIMER R SCOTT

(Last) (First) (Middle)

877 NORTH 8TH WEST

(Street)

RIVERTON, WY 82501

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
07/02/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
TREASURER and CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| U.S. Energy Common Stock | 07/02/2007 | | J(1) | | 5,000 | A | $ 0 | 250,159 | D | |
| U.S. Energy Common Stock | 07/02/2007 | | M | | 40,218 | A | $ 2 | 290,377 | D | |
| U.S. Energy Common Stock | 07/02/2007 | | F | | 14,212 | D (2) | $ 0 | 276,165 | D (3) | |

| | | | |
|---|---|---|---|
| U.S. Energy Common Stock | 300,556 | I (4) (5) | By Corporation |
| U.S. Energy Common Stock | 68,165 | I (6) | By ESOP |

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) | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Employee Option 1a (Right to Buy) | $ 2 | 07/02/2007 | | M | | | 40,218 | 12/04/1998 | 09/25/2008 | U.S. Energy Common Stock | 40,218 |
| Employee Option 2 (Right to Buy) | $ 2.4 | | | | | | | 01/10/2001 | 01/09/2011 | U.S. Energy Common Stock | 80,233 |
| Employee Option 3 (Right to Buy) | $ 3.9 | | | | | | | 12/07/2001 | 12/06/2011 | U.S. Energy Common Stock | 100,00 |
| Employee Option 4 (Right to Buy) | $ 2.25 | | | | | | | 08/08/2002 | 12/07/2011 | U.S. Energy Common Stock | 52,556 |
| Employee Option 5 (Right to Buy) | $ 2.46 | | | | | | | 07/01/2004 | 06/30/2014 | U.S. Energy Common Stock | 59,350 |

| | | | | | | |
|---|---|---|---|---|---|---|
| Employee Option 6 (Right to Buy) | $ 3.86 | | 10/14/2005 | 10/13/2015 | U.S. Energy Common Stock | 100,00 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| LORIMER R SCOTT<br>877 NORTH 8TH WEST<br>RIVERTON, WY 82501 | | | TREASURER and CFO | |

# Signatures

| | |
|---|---|
| /s/ LORIMER, ROBERT SCOTT | 07/05/2007 |
| **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)** Shares issued to the Reporting Person under the USEG 2001 Stock Compensation Plan as ammended on June 22, 2007. The issuance of these shares is for the funding obligation under the plan for the third quarter of the calendar year ending December 31, 2007. The Issuer has agreed under the terms of the Plan to pay all taxes due. The Reporting Person has agreed not to sell these shares to the market or pledge them on obligations until after his (i) retirement; (ii) total disability or (iii) in the case of the death of the Reporting Person his estate may sell the shares of stock.

**(2)** Surrendered shares for payment of exercise of options.

**(3)** Includes 276,165 shares held directly by the Reporting Person.

**(4)** Includes 175,000 shares held by Sutter Gold Mining Co., Inc. (SGMI), a subsidiary of USEG. The Reporting Person is an Officer and/or Director of both USEG and SGMI and is not a controlling shareholder and does not have or share investment controll over these shares, and therefore does not have a pecuniary interest in the USEG shares held by SGMI, under rule 16a-1(a)(2)(iii).

**(5)** Includes 125,556 shares held by Plateau Resources Limited (Plateau), a wholly owned subsidiary of USEG. The Reporting Person is an Officer and/or Director of both USEG and Plateau and is not a controlling shareholder and does not have or share investment controll over these shares, and therefore does not have a pecuniary interest in the USEG shares held by Plateau, under rule 16a-1(a)(2)(iii).

**(6)** Includes shares held in the U.S. Energy Corp. Employee Stock Ownership Plan (the 'ESOP') in an account established for the benefit of the Reporting Person. Subsequent to the final year end close the number of shares issued to the Reporting Person's ESOP account may be adjusted.

**(7)** Includes stock options granted under the Issuer's 1998 Incentive Stock Option Plan and exempt under Rule 16b-3.

**(8)** Includes stock options granted under the Issuer's 2001 Incentive Stock Option Plan and exempt under Rule 16b-3.

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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