

TRANSGLOBE ENERGY CORP
Form 40-F/A
August 09, 2006

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

FORM 40-F/A
Amendment No. 1

[Check one]

Registration statement pursuant to Section 12 of the Securities Exchange Act of 1934

or

Annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended **December 31, 2005**

Commission File Number

001-31891

TRANSGLOBE ENERGY CORPORATION

Exact name of Registrant as specified in its charter)

(Translation of Registrant's name into English (if applicable))

Alberta, Canada

(Province or other jurisdiction of incorporation or organization)

1311

(Primary Standard Industrial Classification Code Number (if applicable))

(I.R.S. Employer Identification Number (if applicable))

**Suite 2500
605 Fifth Avenue S.W.
Calgary, Alberta
Canada
T2P 3H5**

(Address and telephone number of Registrant's principal executive offices)

**John L. Mericle
Harris, Mericle & Wakayama
999 Third Avenue, Suite 3210
Seattle, Washington 98104**

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(Name, address (including zip code) and telephone number (including area code)
of agent for service in the United States)

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Securities registered or to be registered pursuant to Section 12(b) of the Act.

None

(Title of Class)

Securities registered or to be registered pursuant to Section 12(g) of the Act.

Common Shares Without Par Value

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

None

(Title of Class)

For annual reports, indicate by check mark the information filed with this Form:

Annual information form Audited annual financial statements

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

The number of shares outstanding of the issuer's common shares as of December 31, 2005 was 58,472,439.

Indicate by check mark whether the Registrant by filing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934 (the "Exchange Act"). If "Yes" is marked, indicate the filing number assigned to the Registrant in connection with such Rule.

Yes No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes No

EXPLANATORY NOTE

This Amendment No. 1 to the Annual Report of TransGlobe Energy Corporation (the Company) on Form 40-F for the year ended December 31, 2005 is filed herewith for the sole purpose of providing certain revised information contained in the Company's Amended Annual Information form (Amended AIF). The Amended AIF was prepared at the request of the Alberta Securities Commission to revise certain information related to the presentation format of the statement of reserves and associated schedules contained in the Company's AIF. The additional/amended disclosures can be found on pages 3, 23, 28, 35, 36 and Schedules A & B, of the Amended AIF.

This 40-F/A consists of a cover page, this explanatory note, the above-described Amended AIF, the signature page, Consent of Independent Engineers and certifications made by the Chief Executive Officer and Chief Financial Officer of the Registrant pursuant to Section 302 and Section 906 of the Sarbanes-Oxley Act of 2002.

Other than as expressly set forth above, this Form 40-F/A does not and does not purport to, update, or restate the information in any Item of the Form 40-F or reflect any events that have occurred after the Form 40-F was filed.

UNDERTAKING

The Registrant undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to: the securities registered pursuant to Form 40-F/A; the securities in relation to which the obligation to file an annual report on Form 40-F/A arises; or transactions in said securities.

SIGNATURES

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F/A and has duly caused this annual report to be signed on its behalf by the undersigned, thereto duly authorized.

Registrant: **TRANSGLOBE ENERGY CORPORATION**

By : */s/ Ross Clarkson*
Ross G. Clarkson, Chief Executive Officer

Date: August 9, 2006

EXHIBITS

1. TransGlobe Energy Corporation Amended Annual Information Form for the year ended December 31, 2005.
5. Consent of Independent Engineers: DeGolyer and MacNaughton Canada Limited.
- 31.1. Certification by the Chief Executive Officer of the Registrant pursuant to Rule 13a-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2. Certification by the Chief Financial Officer of the Registrant pursuant to Rule 13a-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1. Certification by the Chief Executive Officer of the Registrant pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2. Certification by the Chief Financial Officer of the Registrant pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.