HOOPER LAWRENCE L JR

Form 4

January 14, 2013

FORM 4

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

OMB APPROVAL OMB 3235-0287

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 5

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading HOOPER LAWRENCE L JR Issuer Symbol PETROLEUM & RESOURCES (Check all applicable) CORP [PEO] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify X_ Officer (give title (Month/Day/Year) below) 7 ST PAUL STREET, STE 1140 12/31/2012 V.P., Gen Counsel & Secretary (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

BALTIMORE, MD 21202

(City)	(State)	(Zip) Tabl	e I - No	n-D	erivative Se	curiti	es Acqı	iired, Disposed of	f, or Beneficial	ly 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	12/31/2012		J	V	186.801 (1)	A	\$ 0	6,892.886	D	
Common Stock	12/31/2012		J	V	51.31 (2)	A	\$0	4,288.4544 (3)	I	By Issuer's Thrift Plan Trust
Common Stock	01/10/2013		A		1,350 (4)	A	\$ 25	8,242.886	D	

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

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displays a currently valid OMB control number.

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	٥
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	5
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	,		Securities	(Instr. 5)]	
	Derivative		•		Securities			(Instr. 3 and 4)			(
	Security				Acquired			·]	
	J				(A) or]
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
					.,						
									Amount		
						Date	Expiration		or		
							Date	Title	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HOOPER LAWRENCE L JR 7 ST PAUL STREET STE 1140 BALTIMORE, MD 21202

V.P., Gen Counsel & Secretary

Signatures

Lawrence L. 01/14/2013 Hooper, Jr.

**Signature of Reporting Date
Person

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) These shares were acquired in exempt transactions as a result of dividend reinvestment. The Issuer's stock traded in a range of \$22.08 \$27.26 during 2012.
- These shares are held by the Issuer's Thrift Plan Trust and represent the undersigned's proportionate beneficial interest in the shares that were acquired by the Trust in 2012 in exempt transactions as a result of periodic contributions made during 2012 and shares acquired by the Trustee through dividend reinvestment in 2012. The issuer's stock traded in a range of \$22.08 \$27.26 during 2012.
- The number of shares reported as held by the Issuer's Thrift Plan Trust represents the undersigned's proportionate beneficial interest in such stock held in the Trust. Such number is based on information as of December 31, 2012. This number includes the shares acquired in exempt transactions through periodic contributions made during 2012, shares acquired by the Trustee through dividend reinvestment, and changes in the number of shares previously reported due to fluctuations in the market price and interests in the Trust during 2012. The Issuer's stock traded in a range of \$22.08 \$27.26 during 2012.

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(4) N/A. Restricted Stock Grant. Shares will vest in 2016.

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.