

CALLON FRED L  
Form 4  
May 14, 2012

**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 \*  
CALLON FRED L

(Last) (First) (Middle)  
200 NORTH CANAL STREET  
(Street)

NATCHEZ, MS 391203212

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
CALLON PETROLEUM CO [CPE]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/10/2012

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)  
Chairman, President, CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock <sup>(1)</sup>	05/11/2012		A	V 1,092 A \$ 5.07	17,552	I	401(k) Account
Common Stock					84,014	D	
Common Stock					25,215	I	By Custodian For Child
Common Stock					24,904	I	Spouse

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)		
					Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
2012 Phantom Shares <sup>(2)</sup>	\$ 5.09	05/10/2012		A	V	177,936		12/31/2014	12/31/2014	Common Stock	177,936
2012 Restricted Stock Units - Cash <sup>(3)</sup>	\$ 5.09	05/10/2012		A	V	26,690		05/08/2015	05/08/2015	Common Stock	26,690
2012 Restricted Stock Units - Stock <sup>(4)</sup>	\$ 5.09	05/10/2012		A	V	151,246		05/08/2015	05/01/2015	Common Stock	151,246
2009 Restricted Stock Units - Cash <sup>(5)</sup>	\$ 1.63							<u>(5)</u>	<u>(5)</u>	Common Stock	100,000
2009 Restricted Stock Units - Stock <sup>(6)</sup>	\$ 1.63							<u>(6)</u>	<u>(6)</u>	Common Stock	100,000
2010 Phantom Shares <sup>(7)</sup>	\$ 4.95							11/08/2010	12/31/2012	Common Stock	62,500
2010 Restricted Stock Units -	\$ 4.95							11/08/2010	05/07/2013	Common Stock	18,750

Cash <sup>(8)</sup>					
2010 Restricted Stock Units - Stock <sup>(9)</sup>	\$ 4.95	11/08/2010	05/07/2013	Common Stock	106,2
2011 Phantom Shares <sup>(10)</sup>	\$ 7.01	05/12/2012	12/31/2013	Common Stock	55,0
2011 Restricted Stock Units - Cash <sup>(3)</sup>	\$ 7.01	05/12/2012	05/12/2014	Common Stock	16,5
2011 Restricted Stock Units - Stock <sup>(11)</sup>	\$ 7.01	05/12/2012	05/12/2014	Common Stock	93,5
Stock Option (Right to Buy)	\$ 4.5	01/13/2003	07/12/2012	Common Stock	18,7
Stock Option (Right to Buy)	\$ 3.7	02/24/2003	08/23/2012	Common Stock	12,6

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CALLON FRED L 200 NORTH CANAL STREET NATCHEZ, MS 391203212	X		Chairman, President, CEO	

## Signatures

By: Clay V. Bland as Attorney-in-fact for

05/14/2012

\*\*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)

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The number of shares reported is calculated by dividing the total market value of the reporting person's 401(k) account balance invested in the Callon Petroleum Company Employee Savings and Protection Plan on the day prior to this Form 4 reporting date by the closing market price-per-share on that date.

- (2) This Phantom Share award is subject to vesting on December 31, 2014 and is payable in cash rather than stock. In addition, the award is subject to a variable percentage payout based on a performance criteria related to the Total Shareholder Return of the Company compared to a group of peer companies. Therefore this award can range from 0% to as much as 150% of its original value at the vesting date.
- (3) Restricted Stock Units will vest on the third anniversary date following the grant date. Payment will be made in cash based on the average of the opening and closing market price of the underlying common stock on the date of vesting.
- (4) Restricted Stock Units will vest on the third anniversary date following the grant date. Payment will be made in shares of common stock of the issuer based on the average of the opening and closing market price of the underlying common stock on the date of vesting. The recipient has the option to surrender shares necessary to pay a portion of the income taxes associated with the vesting.
- (5) Restricted Stock Units will vest 100% on the third anniversary date following the grant date. Payment will be made in cash based on the average of the opening and closing market price of the underlying common stock of the issuer on the date of vesting.
- (6) Restricted Stock Units will vest 100% on the third anniversary date following the grant date. Payment will be made in shares of common stock of the issuer based on the average of the opening and closing market price of the underlying common stock on the date of vesting.
- (7) This Phantom Share award is subject to vesting on December 31, 2012 and is payable in cash rather than stock. In addition, the award is subject to a variable percentage payout based on a performance criteria related to the Total Shareholder Return of the Company compared to a group of peer companies. Therefore this award can range from 0% to as much as 150% of its original value at the vesting date.
- (8) Restricted Stock Units will vest on the third anniversary date following the grant date. Payment will be made in cash based on the average of the opening and closing market price of the underlying common stock of the issuer on the date of vesting.
- (9) Restricted Stock Units will vest on the third anniversary date following the grant date. Payment will be made in shares of common stock of the issuer based on the average of the opening and closing market price of the underlying common stock on the date of vesting.
- (10) This Phantom Share award is subject to vesting on December 31, 2013 and is payable in cash rather than stock. In addition, the award is subject to a variable percentage payout based on a performance criteria related to the Total Shareholder Return of the Company compared to a group of peer companies. Therefore this award can range from 0% to as much as 150% of its original value at the vesting date.
- (11) Restricted Stock Units will vest on the third anniversary date following the grant date. Payment will be made in shares of common stock of the issuer based on the average of the opening and closing market price of the underlying common stock on the date of vesting.

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.