

Kamin Tony
 Form 4
 March 29, 2019

FORM 4

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

OMB APPROVAL

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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 *
 Kamin Tony

2. Issuer Name and Ticker or Trading Symbol
 EMPIRE PETROLEUM CORP
 [EMPR]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 619 BLUFF STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/27/2019

Director 10% Owner
 Officer (give title below) Other (specify below)

GLENCOE, IL 60022
 (City) (State) (Zip)

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

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 Ownership (Instr. 4)			
				(A) or (D)	Price					
Common Stock	03/27/2019		X	V	66,667	A	\$ 0.15	456,667	D	
Common Stock	03/27/2019		X	V	266,667	A	\$ 0.15	484,304	I	By RLR Services Partnership

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

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SEC 1474 (9-02)

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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 Security (Instr. 3 and 4)
Common Stock Warrant (Right to Buy)	\$ 0.15	03/27/2019		X	66,667	12/01/2017 12/31/2019	Common Stock
Common Stock Warrant (Right to Buy)	\$ 0.15 ⁽¹⁾	03/27/2019 ⁽¹⁾		X	266,667	12/23/2016 12/31/2019 ⁽¹⁾	Common Stock
Convertible Note	\$ 0.1 ⁽²⁾	03/27/2019 ⁽²⁾		J	0 ⁽²⁾	12/23/2016 12/31/2019 ⁽²⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kamin Tony 619 BLUFF STREET GLENCOE, IL 60022	X	X		

Signatures

/s/ Tony Kamin 03/29/2019
 **Signature of Date
 Reporting 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) Common Stock Warrant was amended on 12/31/2018 to extend expiration date from 12/31/2018 to 12/31/2019. Amended further on 3/27/2019 to adjust number of shares underlying warrant from 160,000 shares to 266,667 shares and to reduce exercise price from \$0.25 per share to \$0.15 per share.

(2) On 12/31/2018 maturity date of Convertible Note in aggregate principal amount of \$40,000 was extended from 12/31/2018 to 12/31/2019. Amended on 3/27/2019 to adjust number of shares underlying note from 266,667 shares to 400,000 shares and to reduce conversion price from \$0.15 per share to \$0.10 per share.

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