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TROTTER EDGAR

Form 5 May 03, 2011

OMB APPROVAL FORM 5

OMB UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer TROTTER EDGAR Symbol VICTORY ENERGY CORP (Check all applicable) [VYEY] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) _X_ Director 10% Owner Other (specify Officer (give title (Month/Day/Year) below) below) 12/31/2010 C/O VICTORY ENERGY CORPORATION, Â 20341 IRVINE **AVENUE, SUITE D-6** 4. If Amendment, Date Original (Street) 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) NEWPORT BEACH, Â CAÂ 92660 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 1. Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Acquired (A) or Securities Form: Direct Indirect (D) or (Instr. 3) Disposed of (D) Beneficially Beneficial Code (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4) (A) Fiscal Year

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

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(Instr. 3 and 4)

or

Amount (D) Price

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

(9-02)

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1. Title of	2.	3. Transaction Date		4.	5. Number	of		6. Date Exercisable and		7. Title and Amour	
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Expiration Date (Month/Day/Year)		Underlying Securit (Instr. 3 and 4)		
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Share	
Warrants	\$ 0.01	12/31/2010	Â	A	500,000	Â	12/31/2010	12/30/2015	Common Stock	500	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
TROTTER EDGAR							
C/O VICTORY ENERGY CORPORATION	î v	Â	Â	Â			
20341 IRVINE AVENUE, SUITE D-6	АЛ						
NEWPORT BEACH, CA 92660							

Signatures

/s/ Edgar Trotter 05/03/2011

**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).

Warrants awarded for Mr. Trotter's service on the board of directors. Under the directors' compensation program, each board member (1) earns 100,000 Warrants per month, which are awarded at the end of the fiscal year. The directors receive no other compensation for their service on the board

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

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