Miranda Robert Form 5 May 03, 2011

FORM 5

OMB APPROVAL

Chaolt th		UNITED STATES SECURITIES AND EXCHANGE O						N OMB Number:	3235-03	
Check the no longe to Section	r subject								-	31,)05
Form 4 of 5 obligated may con	or Form ANN tions	ANNUAL STATEMENT OF CHANGES IN BEN OWNERSHIP OF SECURITIES						burden hou	Estimated average burden hours per response 1.	
See Instr 1(b). Form 3 I Reported Form 4 Transact Reported	Filed pur Holdings Section 17(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								
. Name and Airanda R	Address of Reporting		2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer				
manda K	obert	7	VICTORY ENERGY CORP [VYEY]				(Check all applicable)			
(Last)	(First) ((]	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2009				Director 10% Owner X Officer (give title Other (specify below)			
CORPORA	ORY ENERGY ATION, 20341 I , SUITE D-6		1213112	2009			Chie	f Executive Offi	cer	
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Reporting				
Pileu				neu(Montin Day/Teat)			(check applicable line)			
NEWPOR'	T BEACH, CAÂ	92660						y One Reporting I y More than One F		
(City)	(State)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owner							lly Owned	
Title of ecurity Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/		3. Transaction Code (Instr. 8)	4. Securit Acquired Disposed (Instr. 3, 4	(A) or of (D)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	

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

Persons who respond to the collection of information SEC 2270 contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

Amount (D) Price

(9-02)

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4.

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 Secu (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Ar Nu Sh
Warrants	\$ 0.01	12/31/2009	Â	A	1,200,000	Â	12/31/2009	12/30/2014	Common Stock	1,

5. Number of

6. Date Exercisable and

7. Title and Amo

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	Director 10% Owner Officer		Other		
Miranda Robert C/O VICTORY ENERGY CORPORATION 20341 IRVINE AVENUE, SUITE D-6 NEWPORT BEACH, CA 92660	Â	Â	Chief Executive Officer	Â		

Signatures

1. Title of

/s/ Robert
Miranda

_**Signature of Reporting Person

O5/03/2011

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

3. Transaction Date 3A. Deemed

** 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. Miranda's service on the board of directors. Under the directors' compensation program, each board member 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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