

MAYFIELD ROBERT A  
 Form 4  
 April 19, 2011

**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 \*  
 MAYFIELD ROBERT A

(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)  
 04/18/2011

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)  
 Corporate Secretary

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) Code V Amount (D) Price			
Common Stock	04/18/2011	04/18/2011	F	V 83 <sup>(1)</sup> D \$ 6.51	30,680	D	
Common Stock					73,813 <sup>(2)</sup>	I	401(k) Account

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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
2009 Restricted Stock Units - cash <sup>(3)</sup>	\$ 1.63					<u>(3)</u> <u>(3)</u>	Common Stock	2,100
2009 Restricted Stock Units - shares <sup>(4)</sup>	\$ 1.63					<u>(4)</u> <u>(4)</u>	Common Stock	11,900
2010 Phantom Shares <sup>(5)</sup>	\$ 4.95					11/08/2010    12/31/2012	Common Stock	17,500
2010 Restricted Stock Units - cash <sup>(6)</sup>	\$ 4.95					11/08/2010    05/07/2013	Common Stock	3,000
2010 Restricted Stock Units - shares <sup>(7)</sup>	\$ 4.95					11/08/2010    05/07/2013	Common Stock	17,000
Stock Option (Right to Buy)	\$ 4.5					01/13/2003    07/12/2012	Common Stock	4,800
Stock Option (Right to Buy)	\$ 3.7					02/24/2003    08/23/2012	Common Stock	1,200

