

SECURITIES AND EXCHANGE COMMISSION

FORM 4/A

Statement of changes in beneficial ownership of securities [amend]

Filing Date: **2013-01-10** | Period of Report: **2013-01-02**
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REPORTING OWNER

Carrillo Victor G

CIK: **1501273**

Type: **4/A** | Act: **34** | File No.: **001-33228** | Film No.: **13524008**

Mailing Address
*10520 GALSWORTHY LANE
AUSTIN TX 78739*

ISSUER

ZION OIL & GAS INC

CIK: **1131312** | IRS No.: **200065053** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **1382** Oil & gas field exploration services

Mailing Address
*6510 ABRAMS RD
SUITE 300
DALLAS TX 75231*

Business Address
*6510 ABRAMS RD
SUITE 300
DALLAS TX 75231
2142214610*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person Carrillo Victor G			2. Issuer Name and Ticker or Trading Symbol ZION OIL & GAS INC [ZN]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President & COO	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/02/2013			
2850 SHORELINE TRAIL PMB #111			4. If Amendment, Date Original Filed(Month/Day/Year) 01/04/2013		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
(Street) ROCKWALL, TX 75032						
(City)	(State)	(Zip)				

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			

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Common Stock Option	\$1.7 ⁽¹⁾ ₍₂₎	12/21/2012		A		50,000		⁽²⁾	12/21/2022	Common Stock, Par Value \$0.01	⁽³⁾	50,000	D	

Explanation of Responses:

- The original Form 4 filed on January 4, 2013 (the "Original Form 4") erroneously disclosed that the reporting person exercised on January 2, 2013 vested option for 6,250 shares of the issuer's common stock at a per share exercise price of \$1.70. The amended Form 4 is being filed to correct the disclosure on the Original Form 4 as such options were not exercised. This amended Form 4 also amends and restates the reporting person's current holding of these options to reflect such person's current holding of the options, after correcting the erroneous disclosure on the Original Form 4.
- A stock option was issued under the issuer's 2011 Equity Incentive Plan on December 21, 2012 in connection with the continued employment of the reporting person, which option vests on a quarterly basis, in eight equal quarterly installments of 6,250 shares at the end of each quarter, beginning with the quarter ended December 31, 2012.

3. Not Applicable.

Signatures

[Brittany Russell AIF for Victor G. Carrillo](#)

** Signature of Reporting Person

[01/10/2013](#)

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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