

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-28** | Period of Report: **2013-01-26**
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REPORTING OWNER

WILLIAMS MARK R

CIK: **1269260**

Type: **4** | Act: **34** | File No.: **001-31899** | Film No.: **13552853**

Mailing Address

*1700 BROADWAY STE. 2300
DENVER CO 80290-2300*

ISSUER

WHITING PETROLEUM CORP

CIK: **1255474** | IRS No.: **200098515** | State of Incorp.: **DE** | Fiscal Year End: **1231**
SIC: **1311** Crude petroleum & natural gas

Mailing Address

*1700 BROADWAY
STE 2300
DENVER CO 80290-2300*

Business Address

*1700 BROADWAY, SUITE
2300
DENVER CO 80290
303-837-1661*

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 WILLIAMS MARK R | | | 2. Issuer Name and Ticker or Trading Symbol WHITING PETROLEUM CORP [WLL] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Senior Vice President | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 01/26/2013 | | | | | |
| 1700 BROADWAY, SUITE 2300 | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | 6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person | | |
| (Street) | | | | | | | | |
| DENVER, CO 80290 | | | | | | | | |
| (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 | | | |
| Common Stock | 01/26/2013 | | F | | 1,351 | D | \$47.75 | 55,932 | D | |
| Common Stock | 01/26/2013 | | A | | 2,900 ⁽¹⁾ | A | \$ 0 | 60,183 | D | |

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 | | Date Exercisable | Expiration Date | | | | | |
| 2011 Stock Option - Right to Purchase | \$60.285 | | | | | | ⁽²⁾ | 01/18/2021 | Common Stock | 7,028 | 7,028 | D | |

| | | | | | | | | | | | | | | |
|----------------------------------|---------|--|--|--|--|--|-----|------------|--------------|-------|--|-------|---|--|
| Stock Option - Right to Purchase | \$34.31 | | | | | | (2) | 01/26/2020 | Common Stock | 2,572 | | 2,572 | D | |
| Stock Option - Right to Purchase | \$51.22 | | | | | | (2) | 01/18/2022 | Common Stock | 4,848 | | 4,848 | D | |

Explanation of Responses:

1. Vesting to reporting person of restricted stock under the Whiting Petroleum Corporation 2003 Equity Incentive Plan upon attainment of performance criteria.
2. Grant to reporting person of ten-year option to buy shares of common stock under the Whiting Petroleum Corporation 2003 Equity Incentive Plan. The option vests and becomes exercisable as follows: 1/3 on 1st anniversary of the date of grant, 2/3 on 2nd anniversary of the date of grant and 3/3 on 3rd anniversary of the date of grant.

Signatures

/s/ Bruce R. DeBoer, Attorney-in-Fact

** Signature of Reporting Person

01/28/2013

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.

EXHIBIT 24

Whiting Petroleum Corp Power of Attorney for Executing Forms 3, 4 and 5

Know all men by these presents, that the undersigned, director or officer, or both, of Whiting Petroleum Corp, hereby constitutes and appoints each of Bruce R. DeBoer, signing singly, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Whiting Petroleum Corp (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities of Whiting Petroleum Corp unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney as of this
5th day of February, 2005

/s/ Mark R Williams

Mark R Williams