

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-14** | Period of Report: **2012-12-31**
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([HTML Version](#) on [secdatabase.com](#))

REPORTING OWNER

HOOPER LAWRENCE L JR

CIK:[1202952](#)

Type: **4** | Act: **34** | File No.: [811-02736](#) | Film No.: **13526820**

Mailing Address
*7 ST PAUL STREET
STE 1140
BALTIMORE MD 21202*

ISSUER

PETROLEUM & RESOURCES CORP

CIK:[216851](#) | IRS No.: **135506797** | State of Incorporation: **MD** | Fiscal Year End: **1231**

Mailing Address
*7 ST PAUL STREET
STE 1140
BALTIMORE MD 21202*

Business Address
*SEVEN ST PAUL ST
STE 1140
BALTIMORE MD 21202
4107525900*

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 HOOPER LAWRENCE L JR | | | 2. Issuer Name and Ticker or Trading Symbol PETROLEUM & RESOURCES CORP [PEO] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) V.P., Gen Counsel & Secretary | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 12/31/2012 | | 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 | | | |
| 7 ST PAUL STREET, STE 1140 | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | |
| (Street) BALTIMORE, MD 21202 | | | | | | | | |
| (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 | 12/31/2012 | | J | V | 186.801 ⁽¹⁾ | A | \$ 0 | 6,892.886 | D | |
| Common Stock | 12/31/2012 | | J | V | 51.31 ⁽²⁾ | A | \$ 0 | 4,288.4544 ⁽³⁾ | I | By Issuer's Thrift Plan Trust |
| Common Stock | 01/10/2013 | | A | | 1,350 ⁽⁴⁾ | A | \$25 | 8,242.886 | 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 | | (A) | (D) | | | | | |

Explanation of Responses:

1. These shares were acquired in exempt transactions as a result of dividend reinvestment. The Issuer's stock traded in a range of \$22.08 - \$27.26 during 2012.
2. These shares are held by the Issuer's Thrift Plan Trust and represent the undersigned's proportionate beneficial interest in the shares that were acquired by the Trust in 2012 in exempt transactions as a result of periodic contributions made during 2012 and shares acquired by the Trustee through dividend reinvestment in 2012. The issuer's stock traded in a range of \$22.08 - \$27.26 during 2012.
3. The number of shares reported as held by the Issuer's Thrift Plan Trust represents the undersigned's proportionate beneficial interest in such stock held in the Trust. Such number is based on information as of December 31, 2012. This number includes the shares acquired in exempt transactions through periodic contributions made during 2012, shares acquired by the Trustee through dividend reinvestment, and changes in the number of shares previously reported due to fluctuations in the market price and interests in the Trust during 2012. The Issuer's stock traded in a range of \$22.08 - \$27.26 during 2012.
4. N/A. Restricted Stock Grant. Shares will vest in 2016.

Signatures

Lawrence L. Hooper, Jr.

** Signature of Reporting Person

01/14/2013

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.