

SECURITIES AND EXCHANGE COMMISSION

FORM 5

Annual statement of changes in beneficial ownership of securities

Filing Date: **2013-01-23** | Period of Report: **2012-12-31**
SEC Accession No. [0000002230-13-000019](#)

([HTML Version](#) on [secdatabase.com](#))

REPORTING OWNER

MCGAHRAN KATHLEEN T

CIK:[1267416](#)

Type: **5** | Act: **34** | File No.: [811-02736](#) | Film No.: **13541899**

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 5

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

Form 3 Holdings Reported

Form 4 Transactions Reported

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0362
Expires: 02/28/2011
Estimated average burden hours per response 1.0

ANNUAL 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 MCGAHRAN KATHLEEN T			2. Issuer Name and Ticker or Trading Symbol PETROLEUM & RESOURCES CORP [PEO]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2012			6. Individual or Joint/Group Reporting (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
PETROLEUM & RESOURCES CORP., 7 ST. PAUL STREET, SUITE 1140			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) BALTIMORE, MD 21202			(City)			(State)		
(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 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)
				Amount	(A) or (D)	Price			
Common Stock	12/31/2012		J	481.82 ⁽¹⁾	A	\$ 0 ⁽²⁾	8,396.547	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)
					(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

1. Of these shares, 376.83 shares were acquired in exempt transactions as a result of dividend reinvestment. An additional 30 shares accrued as dividend equivalents on 400 restricted stock units which vested on March 22, 2012. An additional 74.99 shares accrued as dividend equivalents on deferred stock units (shares received in lieu of director retainer fees). The Issuer's stock traded in a range of \$22.08 - \$27.26 in 2012.

2. The Issuer's stock traded in a range of \$22.08 - \$27.26 during 2012.

Signatures

Kathleen T. McGahran

** Signature of Reporting Person

01/23/2013

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.