

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2008-08-29** | Period of Report: **2008-08-27**  
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### ISSUER

#### **GMX RESOURCES INC**

CIK: **1127342** | IRS No.: **731534474** | State of Incorporation: **OK** | Fiscal Year End: **1231**  
SIC: **1311** Crude petroleum & natural gas

Mailing Address  
*ONE BENHAM PLACE  
SUITE 600  
OKLAHOMA CITY OK 73114*

Business Address  
*ONE BENHAM PLACE  
SUITE 600  
OKLAHOMA CITY OK 73114  
4056000711*

### REPORTING OWNER

#### **CENTENNIAL ENERGY PARTNERS LLC**

CIK: **1187023** | State of Incorporation: **DE**  
Type: **4** | Act: **34** | File No.: **001-32977** | Film No.: **081048582**

Mailing Address  
*575 LEXINGTON AVENUE  
33RD FLOOR  
NEW YORK NY 10022*

Business Address  
*575 LEXINGTON AVENUE  
33RD FLOOR  
NEW YORK NY 10022  
2127535150*

#### **SELDIN PETER K**

CIK: **898406** | Fiscal Year End: **1231**  
Type: **4** | Act: **34** | File No.: **001-32977** | Film No.: **081048583**

Mailing Address  
*575 LEXINGTON AVENUE  
33RD FLOOR  
NEW YORK NY 10022*

Business Address  
*900 THIRD AVE  
SUITE 1801  
NEW YORK NY 10022  
2127535150*

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

OMB Number: 3235-0287  
 Expires: 02/28/2011  
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 hours per response 0.5

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

### 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 <b>CENTENNIAL ENERGY PARTNERS LLC</b>			2. Issuer Name and Ticker or Trading Symbol <b>GMX RESOURCES INC [GMXR]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>08/27/2008</b>					
575 LEXINGTON AVENUE, 33RD FLOOR			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input type="checkbox"/> Form Filed by One Reporting Person <input checked="" type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) <b>NEW YORK, NY 10022</b>								
(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	08/27/2008		<u>S</u>		10,000	D	\$73.6299	904,300	I (1)	See Footnote
Common Stock	08/27/2008		<u>S</u>		0	D	\$ 0	1,983,134	I (2)	See Footnote
Common Stock	08/28/2008		<u>S</u>		2,500	D	\$74.8978	901,830	I (1)	See Footnote

**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)					

#### Reporting Owners

Reporting Owner Name / Address	Relationships
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	Director	10% Owner	Officer	Other
<a href="#">CENTENNIAL ENERGY PARTNERS LLC</a> 575 LEXINGTON AVENUE 33RD FLOOR NEW YORK, NY 10022		X		
<a href="#">SELDIN PETER K</a> 575 LEXINGTON AVENUE 33RD FLOOR NEW YORK, NY 10022		X		

**Explanation of Responses:**

1. These securities are directly owned by certain private investment vehicles to which Centennial Energy Partners, L.L.C. serves as general partner and may be deemed to be beneficially owned by Centennial Energy Partners, L.L.C. and Peter K. Seldin, (collectively the Reporting Persons). Peter K. Seldin is the Managing Member of Centennial Energy Partners, L.L.C. Each Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
2. These securities are directly owned by Centennial Energy Partners, L.P. and may be deemed to be beneficially owned by Centennial Energy Partners, L.L.C. and Peter K. Seldin. Centennial Energy Partners, L.L.C. is the general partner of Centennial Energy Partners, L.P. Peter K. Seldin is the Managing Member of Centennial Energy Partners, L.L.C. Each Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

**Signatures**

[Centennial Energy Partners, L.L.C.](#), By: [/s/ Peter K. Seldin, Managing Member](#)

[08/29/2008](#)

[Peter K. Seldin](#)

[08/29/2008](#)

\*\* Signature of Reporting Person

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.**