

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4/A

Statement of changes in beneficial ownership of securities [amend]

Filing Date: **2013-01-14** | Period of Report: **2012-12-11**  
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### REPORTING OWNER

#### **WHITEHEAD ALBERT E**

CIK: **1057983**

Type: **4/A** | Act: **34** | File No.: **001-16653** | Film No.: **13527256**

Mailing Address  
6506 S. LEWIS AVE  
SUITE 112  
TULSA OK 74136-1020

### ISSUER

#### **EMPIRE PETROLEUM CORP**

CIK: **887396** | IRS No.: **731238709** | State of Incorp.: **DE** | Fiscal Year End: **1231**  
SIC: **1311** Crude petroleum & natural gas

Mailing Address  
6506 S. LEWIS AVE.  
SUITE 112  
TULSA OK 74136-1020

Business Address  
6506 S. LEWIS AVE.  
SUITE 112  
TULSA OK 74136-1020  
918-488-8068

# 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 <b>WHITEHEAD ALBERT E</b>			2. Issuer Name and Ticker or Trading Symbol <b>EMPIRE PETROLEUM CORP [EMPR]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>PRESIDENT</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>12/11/2012</b>					
<b>6506 S. LEWIS AVE, SUITE 112</b>			4. If Amendment, Date Original Filed(Month/Day/Year) <b>12/11/2012</b>			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) <b>TULSA, OK 74136-1020</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			
<b>COMMON STOCK</b>	<b>12/11/2012</b>		<b>P</b>		<b>6,000,250</b>	<b>A</b>	<b>\$0.05</b>	<b>24,268,628</b>	<b>D</b>	

**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					

### Remarks:

THIS AMENDMENT IS BEING FILED TO CORRECT AN ERRONEOUS FIGURE IN TABLE I, BOX 5 (AMOUNT OF SECURITIES BENEFICIALLY OWNED FOLLOWING REPORTED TRANSACTIONS) FOR THE LINE ITEM ABOVE.

### Signatures

ALBERT E WHITEHEAD

\*\* 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.**