

LARSEN KEITH G
Form 4
January 27, 2010

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
LARSEN KEITH G

2. Issuer Name and Ticker or Trading Symbol
US ENERGY CORP [USEG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
877 N 8TH ST W

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/26/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
CHAIRMAN & CEO

RIVERTON, WY 82501

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	01/26/2010		A ⁽¹⁾	4,498 A \$ 5.93	84,740	I ⁽²⁾	By Esop
Common Stock	01/26/2010		J ⁽³⁾	8,610 A \$ 5.93	156,894	I ⁽⁴⁾	By Immediate Family
Common Stock					289,335	D ⁽⁵⁾	
Common Stock					466,513	I ⁽⁶⁾	Family Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (Instr. 3 and 4)	8. P	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 2.4					01/10/2001	01/09/2011	Common Stock	267,734
Stock Options (Right to Buy)	\$ 3.9					12/07/2001	12/06/2011	Common Stock	100,000
Stock Options (Right to Buy)	\$ 2.25					08/08/2002	12/07/2011	Common Stock	52,556
Stock Options (Right to Buy)	\$ 2.46					07/01/2004	06/30/2014	Common Stock	59,350
Stock Options (Right to Buy)	\$ 3.86					10/14/2005	10/13/2015	Common Stock	100,000
Stock Options (Right to Buy)	\$ 4.97					01/01/2008	07/26/2017	Common Stock	150,000
Stock Option (Right to Buy)	\$ 2.52					09/22/2009	09/21/2018	Common Stock	75,000

