#### MONROE MARK E

Form 4

October 04, 2007

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

**OMB APPROVAL** 

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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(b).

(Print or Type Responses)

| 1. Name and A MONROE I | Address of Reporting I | Symbol             | er Name <b>and</b> Ticker or Trading INENTAL RESOURCES IN | 5. Relationship of Reporting Person(s) to<br>Issuer  (Check all applicable)                   |  |  |  |
|------------------------|------------------------|--------------------|---|---|--|--|--|
| P.O. BOX 1             | .032, 302 N.           |                    | of Earliest Transaction<br>Day/Year)<br>2007              | _X Director 10% Owner Sofficer (give title Other (specify below) President & COO              |  |  |  |
|                        | (Street)               | 4. If Am           | endment, Date Original                                    | 6. Individual or Joint/Group Filing(Check   |  |  |  |
| ENID, OK               | 73702                  |                    | onth/Day/Year)  | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting |  |  |  |
| ENID, OK               | 13102                  |                    |   | Person  |  |  |  |
| (City)                 | (State)                | (Zip) Tab          | ole I - Non-Derivative Securities A                       | cquired, Disposed of, or Beneficially Owned   |  |  |  |
| 1.Title of             | 2. Transaction Date    | 2A. Deemed         | 3. 4. Securities Acquired                                 | 5. Amount of 6. 7. Nature of  |  |  |  |
| Security               | (Month/Day/Year)       | Execution Date, if | ` ' '   |   |  |  |  |
| (Instr. 3)             |                        | any                | Code (Instr. 3, 4 and 5)                                  | Beneficially Form: Direct Beneficial  |  |  |  |
|                        |                        | (Month/Day/Year)   | (Instr. 8)  | Owned (D) or Ownership Following Indirect (I) (Instr. 4)                                      |  |  |  |
|                        |                        |                    | (A) or Code V Amount (D) Pri                              | Reported (Instr. 4) Transaction(s) (Instr. 3 and 4)   |  |  |  |
| Common<br>Stock        | 10/03/2007             |                    | F 18,125 D \$ 19.5  | 2 193,875 <u>(1)</u> D  |  |  |  |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: MONROE MARK E - Form 4

| 1. Title of Derivative | 2. Conversion                                     | 3. Transaction Date (Month/Day/Year) |                      | 4.<br>Transacti | 5.<br>orNumber  | 6. Date Exerc<br>Expiration Da |                    | 7. Title          |  | 8. Price of Derivative | 9. Nu<br>Deriv  |
|------------------------|---|--------------------------------------|----------------------|-----------------|---|--------------------------------|--------------------|-------------------|--|------------------------|---|
| Security (Instr. 3)    | or Exercise<br>Price of<br>Derivative<br>Security | (manazay, 16ar)                      | any (Month/Day/Year) | Code (Instr. 8) | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/<br>e               |                    | Underl<br>Securit | ying                                   | Security<br>(Instr. 5) | Secur<br>Bene<br>Owne<br>Follo<br>Repo<br>Trans<br>(Instr |
|                        |   |                                      |                      | Code V          | (A) (D)   | Date<br>Exercisable            | Expiration<br>Date | Title             | Amount<br>or<br>Number<br>of<br>Shares |                        |   |

President & COO

Other

# **Reporting Owners**

| Reporting Owner Name / Address | Relationships |           |         |  |  |  |
|--------------------------------|---------------|-----------|---------|--|--|--|
|                                | Director      | 10% Owner | Officer |  |  |  |

MONROE MARK E P.O. BOX 1032

302 N. INDEPENDENCE

ENID, OK 73702

### **Signatures**

Mark E. Monroe 10/04/2007

\*\*Signature of Reporting Person Date

### **Explanation of Responses:**

- \* 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).
- (1) Includes 129,250 shares of common stock and 64,625 shares of restricted stock which vests on October 3, 2008.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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