

Black David
Form 4
February 07, 2012

FORM 4

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

OMB APPROVAL

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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 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 *
Black David

(Last) (First) (Middle)

C/O CDP GEVO, LLC, 3811
TURTLE CREEK BLVD., SUITE
750

(Street)

DALLAS, TX 75219

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Gevo, Inc. [GEVO]

3. Date of Earliest Transaction
(Month/Day/Year)
02/03/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
EVP, Upstream Business Dev.

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

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/03/2012		X		1,298 A \$ 2.7	1,298	I By LLC ⁽¹⁾
Common Stock	02/03/2012		S ⁽²⁾		395 D \$ 8.873	903	I By LLC ⁽¹⁾
Common Stock	02/03/2012		S ⁽³⁾		903 D \$ 10	0	I By LLC ⁽¹⁾
Common Stock	02/06/2012		X		7,573 A \$ 2.7	7,573	I By LLC ⁽¹⁾
Common Stock	02/06/2012		S ⁽⁴⁾		2,241 D \$ 9.125	5,332	I By LLC ⁽¹⁾

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Common Stock	02/06/2012	S ⁽³⁾	5,332	D	\$ 10	0	I	By LLC ⁽¹⁾
Common Stock	02/07/2012	X	5,577	A	\$ 2.7	5,577	I	By LLC ⁽¹⁾
Common Stock	02/07/2012	S ⁽⁵⁾	1,603	D	\$ 9.395	3,974	I	By LLC ⁽¹⁾
Common Stock	02/07/2012	S ⁽³⁾	3,974	D	\$ 10	0	I	By LLC ⁽¹⁾

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. Amount or Number of Shares
Warrants (right to buy)	\$ 2.7	02/03/2012		X	1,298	09/21/2009 09/21/2016	Common Stock	1,298
Warrants (right to buy)	\$ 2.7	02/06/2012		X	7,573	09/21/2009 09/21/2016	Common Stock	7,573
Warrants (right to buy)	\$ 2.7	02/07/2012		X	5,577	09/21/2009 09/21/2016	Common Stock	5,577

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

EVP, Upstream Business Dev.

Black David
C/O CDP GEVO, LLC
3811 TURTLE CREEK BLVD., SUITE 750
DALLAS, TX 75219

Signatures

/s/ Brett Lund,
Attorney-in-Fact

02/07/2012

__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).

The shares of common stock were issued to CDP Gevo, LLC. CDP Gevo, LLC is beneficially owned 50% by David Black and 50% by Michael Slaney, each of whom may be held to have voting and dispositive power over 100% of the shares held by CDP Gevo, LLC. The reporting person disclaims beneficial ownership of shares held by CDP Gevo, LLC except to the extent of his pecuniary interest therein.

- (1) On February 3, 2012, CDP Gevo, LLC exercised a warrant to purchase 1,298 shares of the Issuer's common stock for \$2.70 per share. CDP Gevo, LLC paid the exercise price on a cashless basis, resulting in the Issuer's withholding of 395 of the warrant shares to pay the exercise price and issuing to CDP Gevo, LLC the remaining 903 shares. The Issuer also paid a negligible amount to CDP Gevo, LLC in lieu of a fractional share.
- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 14, 2011.
- (3) On February 6, 2012, CDP Gevo, LLC exercised a warrant to purchase 7,573 shares of the Issuer's common stock for \$2.70 per share. CDP Gevo, LLC paid the exercise price on a cashless basis, resulting in the Issuer's withholding of 2,241 of the warrant shares to pay the exercise price and issuing to CDP Gevo, LLC the remaining 5,332 shares. The Issuer also paid a negligible amount to CDP Gevo, LLC in lieu of a fractional share.
- (4) On February 7, 2012, CDP Gevo, LLC exercised a warrant to purchase 5,577 shares of the Issuer's common stock for \$2.70 per share. CDP Gevo, LLC paid the exercise price on a cashless basis, resulting in the Issuer's withholding of 1,603 of the warrant shares to pay the exercise price and issuing to CDP Gevo, LLC the remaining 3,974 shares. The Issuer also paid a negligible amount to CDP Gevo, LLC in lieu of a fractional share.
- (5) This warrant was issued to CDP Gevo, LLC. CDP Gevo, LLC is beneficially owned 50% by David Black and 50% by Michael Slaney, each of whom may be held to have voting and dispositive power over 100% of the shares held by CDP Gevo, LLC. The reporting person disclaims beneficial ownership of shares held by CDP Gevo, LLC except to the extent of his pecuniary interest therein.
- (6)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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