CONCHO RESOURCES INC

Form 4 March 16, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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January 31, Expires: 2005

OMB APPROVAL

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Check this box

if no longer

subject to

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)

See Instruction

1. Name and Address of Reporting Person * Yorktown VI Associates LLC

2. Issuer Name and Ticker or Trading

Issuer

below)

5. Relationship of Reporting Person(s) to

Symbol

CONCHO RESOURCES INC [CXO]

(Check all applicable)

(Last)

(First)

(Street)

(State)

(Middle)

(Zip)

(Month/Day/Year)

3. Date of Earliest Transaction

Code V

J(1)

Director Officer (give title

X__ 10% Owner Other (specify

410 PARK AVENUE, 19TH

FLOOR

(City)

4. If Amendment, Date Original

(Month/Day/Year)

03/11/2009

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

Form filed by One Reporting Person _X_ Form filed by More than One Reporting

Person

NEW YORK, NY 10022-4407

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Amount

749,750

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) or

Reported Transaction(s)

(Instr. 3 and 4) Price (D)

Common

Stock, par value 03/11/2009 D \$0 5,255,282 ⁽²⁾ I

See Footnote (3)

SEC 1474

(9-02)

\$0.001 per share

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. orNumber	6. Date Exerc Expiration D		7. Title Amount		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month/Day/Tear)	any (Month/Day/Year)	Code (Instr. 8)	of	(Month/Day/		Underly Securiti (Instr. 3	ying ies	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Yorktown VI Associates LLC 410 PARK AVENUE 19TH FLOOR NEW YORK, NY 10022-4407		X					
Yorktown Energy Partners VI LP 410 PARK AVENUE 19TH FLOOR NEW YORK, NY 10022-4407		X					

Signatures

/s/ W. Howard 03/16/2009 Keenan, Jr.

**Signature of Reporting Date Person

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) Pro rata distribution from Yorktown Energy Partners VI, L.P., Yorktown VI Company LP and Yorktown VI Associates LLC.
- The reporting entities disclaim beneficial ownership of these securities except to the extent of their pecuniary interest therein, and this (2) report shall not be deemed an admission that the reporting entities are the beneficial owners of these securities for Section 16 or any other purpose. Of these securities, 7,032 shares are held by W. Howard Keenan, Jr. for the benefit of Yorktown Energy Partners VI, L.P.
- These securities are owned directly by Yorktown Energy Partners VI, L.P., of which Yorktown VI Company LP is the general partner, of (3) which Yorktown VI Associates LLC is the general partner. Yorktown VI Company LP and Yorktown VI Associates LLC are indirect beneficial owners of the reported securities.

Reporting Owners 2

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Remarks:

Exhibit List

Exhibit 99 - Joint Filer Information

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.