

HERRON HAROLD F  
Form 4  
October 24, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
HERRON HAROLD F

(Last) (First) (Middle)  
877 NORTH 8TH WEST  
(Street)

RIVERTON, WY 82501

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/20/2006

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)

SR VICE PRESIDENT

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  | (A) or (D)   | Price                             |
| U.S. Energy Common Stock        | 10/20/2006                           |  | J <sup>(1)</sup>               |   | 512,359   | D  | \$ 3.95                           |
| U.S. Energy Common Stock        |                                      |  |                                |   | 300,556   | I  |                                   |
| U.S. Energy Common Stock        |                                      |  |                                |   | 148,865   | D  |                                   |
| U.S. Energy Common Stock        |                                      |  |                                |   | 4,500   | I  |                                   |

By Corporation  
By Custodian For Child

|                                   |         |              |          |
|-----------------------------------|---------|--------------|----------|
| U.S.<br>Energy<br>Common<br>Stock | 30,306  | I <u>(8)</u> | By ESOP  |
| U.S.<br>Energy<br>Common<br>Stock | 155,811 | I <u>(9)</u> | By Trust |

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

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SEC 1474  
(9-02)

**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 |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                         | Amount or Number of Shares |
| Employee Option 1a (Right to Buy)          | \$ 2   |                                      |  |                                |   | 12/04/1998   | 09/25/2008  | U.S. Energy Common Stock      | 20,109                     |
| Employee Option 2 (Right to Buy)           | \$ 2.4   |                                      |  |                                |   | 01/10/2001   | 01/09/2011  | U.S. Energy Common Stock      | 27,617                     |
| Employee Option 3 (Right to Buy)           | \$ 3.9   |                                      |  |                                |   | 12/07/2001   | 12/06/2011  | U.S. Energy Common Stock      | 50,000                     |
| Employee Option 4 (Right to Buy)           | \$ 2.25  |                                      |  |                                |   | 08/08/2002   | 12/07/2011  | U.S. Energy Common Stock      | 26,278                     |
|  | \$ 2.46  |                                      |  |                                |   | 07/01/2004   | 06/30/2014  |                               | 125,000                    |



## Edgar Filing: HERRON HAROLD F - Form 4

adjusted from shares forfeited by Plan participants.

- (9) Includes shares held in the ESOP which are not allocated to accounts established for the benefit of specific plan participants. The Reporting Person, as an ESOP Trustee, exercises the voting powers with respect to such unallocated shares.
- (10) Includes stock options granted under the Issuer's 1998 Incentive Stock Option Plan and exempt under Rule 16b-3.
- (11) Includes stock options granted under the Issuer's 2001 Incentive Stock Option Plan and exempt under Rule 16b-3.

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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