

GLACE JOSEPH R
Form 4
July 02, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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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 *
GLACE JOSEPH R

(Last) (First) (Middle)
10 SOUTH DEARBORN STREET, 54TH FLOOR
(Street)

CHICAGO, IL 60603

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EXELON CORP [EXC]

3. Date of Earliest Transaction (Month/Day/Year)
07/01/2012

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)
SVP and Chief Risk Officer

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)
				(A) or (D) Price			
Common Stock	07/01/2012		M	3,500 A \$ 37.62	4,113	D	
Common Stock	07/01/2012		F	1,044 D \$ 37.62	3,069	D	
Common Stock - ESPP					896 ⁽²⁾	D	
Common Stock - IRA account					200	D	

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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. F...	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Restricted Stock Units-07/01/2008	(1)	07/01/2012		M	3,500	(1)	(1)	Common Stock	3,500 \$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GLACE JOSEPH R 10 SOUTH DEARBORN STREET 54TH FLOOR CHICAGO, IL 60603			SVP and Chief Risk Officer	

Signatures

Lawrence C. Bachman, Attorney in Fact for Joseph R. Glace
Date: 07/02/2012

**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).
- (1) Restricted stock units granted under the Issuer's Long Term Incentive Plan. Restricted stock units are settled on a 1 for 1 basis in shares of Exelon common stock.
- (2) Balance as of 06/30/2012. Shares acquired through the Exelon Employee Stock Purchase Plan.

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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197,476

35,650

*

GM JOHNSTON FAMILY LIMITED
PARTNERSHIP
940 Apple Blossom Lane
Springdale, AR 72762

14,000

0

7.08

14,000

0

0

AVENUE ASSET PARTNERS
c/o George K. Parry
1150 .80Fifth Avenue
New York, NY 10128

19,000

0

*

19,000

0

*

W. GREG RYBERG
413 Whiskey Rd.
Aiken, SC 29801

35,475

(4)

0

Explanation of Responses:

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		*
		3,500
		31,975
		*
WENDELL R. BEARD 6903 S.W. 79th Place Miami, FL 33157		
(5)		39,650
		0
		*
		3,500
		36,150
		*
RICHARD E. GATHRIGHT 800 West Cypress Creek Road, Suite 580 Fort Lauderdale, FL 33309		
(6)		523,250
		0
		4.0
		3,675
		519,575
		4.0

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Name and Address of Beneficial Owner	Ownership of Shares Before the Offering			Ownership After the Offering		
	Currently Held Shares	Shares Issuable Upon Conversion of Warrants	Percentage	Number of Shares Registered	Shares	Percentage
PAUL C. VINGER 800 West Cypress Creek Road, Suite 580 Fort Lauderdale, FL 33309	68,500(7)	0	*	1,750	66,750	*
GARY G. WILLIAMS III 800 West Cypress Creek Road, Suite 580 Fort Lauderdale, FL 33309	100,000(8)	0	*	1,750	98,250	*
MICHAEL S. SHORE 800 West Cypress Creek Road, Suite 580 Fort Lauderdale, FL 33309	76,750(9)	0	*	1,750	75,000	*
AMIR ECKER 800 Newtown Road, Villanova, PA 19085	39,000(10)	0	*	35,000	4,000	*
THE ECKER FAMILY PARTNERSHIP 800 Newtown Road Villanova, PA 19085	15,000	0	*	15,000	0	0
JAMES S. ALLSOPP 225 Race Street Philadelphia, PA 19106	15,794(12)	0	*	1,234	14,560	*
CAROLYN WITTENBRAKER 3315 Southwestern Dallas, TX 75225	48,000(13)	0	*	25,000	23,000	*
RICHARD A. JACOBY 2490 White Horse Road Berwyn, PA 19312	12,500	0	*	12,500	0	0
SCUDDER SMITH FAMILY ASSOCIATION, LLC c/o Helen W. Smith and R. Scudder Smith P.O. Box 5503 Newtown, CT 06470	120,000(14)	0	*	25,000	95,000	*

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FRANK CAMPBELL 106 Longview Circle Media, PA 19063	16,558(15)	0	*	200	16,358	*
DELAWARE CHARTER CUST IRA FBO FRANK J. CAMPBELL, III 106 Longview Circle Media, PA 19063	180,000(16)	0	1.4	70,000	110,000	*
GABRIEL ELIAS AND ALMA ELIAS As Joint Tenants with Right of Survivorship 509 Spring Avenue Elkins Park, PA 19027	125,000	125,000(12)	1.0	125,000	0	0
JOSEPH KORNFELD 2740 Lundy Lane Huntingdon Valley, PA 19006	12,500	12,500(12)	*	12,500	0	0

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Name and Address of Beneficial Owner	Ownership of Shares Before the Offering			Ownership After the Offering		
	Currently Held Shares	Shares Issuable Upon Conversion of Warrants	Percentage	Number of Shares Registered	Shares	Percentage
IRA FBO LEON FRENKEL Pershing, LLC As Custodian F/B/O IRA FBO LEONID FRENKEL, IRA Attn: Limited Partnership Dept., 7th Floor, 132741729 One Pershing Plaza Jersey City, NJ 07399	25,000	0	*	25,000	0	0
MARK WITTMAN 20 Beacon Hill Lane Phoenixville, PA 19460	51,600(17)	2,500(12)	*	12,500	39,100	*
PATRICIA MCDERMOTT 524 Morris Lane Berwyn, PA 19312	84,000(18)	0	*	50,000	34,000	*
Total	3,825,777	140,000		2,067,222	1,758,555	

* Less than 1% of the shares outstanding.

(1) Includes 35,650 shares issuable upon the exercise of options that are presently exercisable. Excludes 3,994 shares owned by Mr. O'Connor's adult children, as to which shares Mr. O'Connor disclaims any beneficial ownership interest.

(2) Ms. Arkin and Ms. O'Connor are adult children of Mr. O'Connor. He disclaims any ownership interest in the shares owned by them.

(3) Includes 35,650 shares issuable upon the exercise of options that are presently exercisable.

(4) Includes 31,975 shares issuable upon the exercise of options that are presently exercisable.

(5) Includes 35,650 shares issuable upon the exercise of options that are presently exercisable.

(6) Includes 515,000 shares issuable upon the exercise of options that are presently exercisable. Excludes 10,000 issuable upon the exercise of options that are not presently exercisable.

(7) Includes 66,000 shares issuable upon the exercise of options and warrants that are presently exercisable. Excludes 10,000 issuable upon the exercise of options that are not presently exercisable.

Explanation of Responses:

- (8) Includes 75,000 shares issuable upon the exercise of options and warrants that are presently exercisable. Excludes 10,000 issuable upon the exercise of options that are not presently exercisable.
- (9) Consists of 75,000 shares issuable upon the exercise of options and warrants that are presently exercisable. Excludes 10,000 issuable upon the exercise of options that are not presently exercisable.
- (10) Includes 4,000 shares issuable upon the exercise of warrants that are presently exercisable.
- (11) Includes 14,560 shares issuable upon the exercise of warrants that are presently exercisable.
- (12) The shares issuable upon exercise of these warrants are included in the first column for “Currently Held Shares.”
- (13) Includes 8,000 shares issuable upon the exercise of warrants that are presently exercisable.
- (14) Includes 20,000 shares issuable upon the exercise of warrants that are presently exercisable.
- (15) Includes 16,358 shares issuable upon the exercise of warrants that are presently exercisable.
- (16) Includes 30,000 shares issuable upon the exercise of warrants that are presently exercisable.
- (17) Includes 19,100 shares issuable upon the exercise of warrants that are presently exercisable.
- (18) Includes 14,000 shares issuable upon the exercise of warrants that are presently exercisable.

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PLAN OF DISTRIBUTION

General

The shares of our common stock and warrants covered by this prospectus are being registered to permit public secondary trading of these securities by the holder thereof from time to time after the date of the prospectus. All of the shares of common stock and warrants covered by this prospectus are being sold by the Selling Stockholders or its pledgees, donees, assignees, transferees or their successors-in-interest that receive the shares as a gift, partnership distribution or other non-sale related transfer.

The Selling Stockholders and their pledgees, donees, assignees, or other successors-in-interest who acquire their shares after the date of this prospectus may sell the common stock and warrants directly to purchasers or through broker-dealers or agents.

The common stock may be sold in one or more transactions at fixed prices, at prevailing market prices at the time of sale, at varying prices determined at the time of sale, or at negotiated prices. Sales may be effected in one or more of the following transactions:

- on the NASDAQ Capital Market,
- in the over-the-counter market,
- in privately negotiated transactions,
- for settlement of short sales, or through long sales, options or transactions involving cross or block trades,
- by pledges to secure debts and other obligations, or
- in a combination of any of these transactions.

In addition, any shares that qualify for sale pursuant to Rule 144 under the Securities Act may be sold under Rule 144 rather than pursuant to this prospectus.

Applicable Law. Each Selling Stockholder will be subject to applicable provisions of the Exchange Act and the associated rules and regulations under the Exchange Act, including Regulation M, which provisions may limit the timing of purchases and sales of shares of our common stock by the Selling Stockholders.

Pledge or Transfer of Shares. The Selling Stockholders may from time to time pledge or grant a security interest in some or all of the shares owned by them and, if they default in the performance of their secured obligations, the pledgees or secured parties may offer and sell shares of common stock from time to time under this prospectus, or under an amendment to this prospectus under Rule 424(b)(3) or other applicable provision of the Securities Act of 1933 amending the list of Selling Stockholders to include the pledgee, transferee or other successors in interest as Selling Stockholders under this prospectus. The Selling Stockholders also may transfer the shares of common stock in other circumstances, in which case the transferees, pledgees or other successors in interest will be the selling beneficial owners for purposes of this prospectus.

Selling Arrangements with Broker-Dealers. Broker-dealers engaged by the Selling Stockholders may arrange for other brokers-dealers to participate in sales. Broker-dealers may receive commissions or discounts from the Selling Stockholders (or, if any broker-dealer acts as agent for the purchaser of shares, from the purchaser) in amounts to be negotiated. The Selling Stockholders do not expect these commissions and discounts to exceed what is customary in

the types of transactions involved.

Upon the Company being notified in writing by a Selling Stockholder that any material agreement has been entered into with a broker-dealer for the sale of common stock through a block trade, special offering, exchange distribution or secondary distribution or a purchase by a broker or dealer, a supplement to this prospectus will be filed, if required, pursuant to Rule 424(b) under the Securities Act, disclosing (i) the name of each such Selling Stockholder and of the participating broker-dealer(s), (ii) the number of shares involved, (iii) the price at which such shares of common stock were sold, (iv) the commissions paid or discounts or concessions allowed to such broker-dealers, where applicable, (v) that such broker-dealer(s) did not conduct any investigation to verify the information set out or incorporated by reference in this prospectus, and (vi) other facts material to the transaction.

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The Selling Stockholders and any broker-dealers or agents that are involved in selling the shares may be deemed to be “underwriters” within the meaning of the Securities Act in connection with such sales. In such event, any commissions received by such broker-dealers or agents and any profit on the resale of the shares purchased by them may be deemed to be underwriting commissions or discounts under the Securities Act. Discounts, concessions, commissions and similar selling expenses, if any, attributable to the sale of shares will be borne by the Selling Stockholder. Each Selling Stockholder has represented and warranted to the Company that it acquired the securities subject to this registration statement in the ordinary course of such Selling Stockholder’s business and, at the time of its purchase of such securities such Selling Stockholder had no agreements or understandings, directly or indirectly, with any person to distribute any such securities.

The Company has advised each Selling Stockholder that the stockholder may not use shares registered on this registration statement to cover short sales of common stock made prior to the date that the SEC declares this registration statement effective.

If the Selling Stockholders use this prospectus for any sale of the common stock, they will be subject to the prospectus delivery requirements of the Securities Act. The Selling Stockholders will be responsible to comply with the applicable provisions of the Securities Act and Exchange Act, and the rules and regulations thereunder promulgated, including, without limitation, Regulation M, as applicable to such Selling Stockholders in connection with resales of their respective shares under this registration statement.

Supplements. To the extent required, we will set forth in a supplement to this prospectus filed with the SEC the number of shares to be sold, the purchase price and public offering price, the name or names of any agent, dealer or underwriter, and any applicable commissions or discounts with respect to a particular offering. In particular, upon being notified by a Selling Stockholder that a donee or pledgee intends to sell more than 500 shares, we will file a supplement to this prospectus.

State Securities Law. Under the securities laws of some states, the Selling Stockholders may only sell the shares in those states through registered or licensed brokers or dealers. In addition, in some states the Selling Stockholders may not sell the shares unless they have been registered or qualified for sale in that state or an exemption from registration or qualification is available and is satisfied.

Expenses; Indemnification. We will receive up to \$140,000 upon exercise of the warrants by the Selling Stockholders. We will not receive any of the proceeds from shares sold by the Selling Stockholders. We will bear the expenses related to the registration of this offering but will not pay the Selling Stockholders’ underwriting fees, commissions or discounts, if any. We have agreed to indemnify the Selling Stockholders against some civil liabilities, including some that may arise under the Securities Act.

LEGAL MATTERS

The validity of the securities offered by this prospectus will be passed upon by Davis Graham & Stubbs LLP, Denver, Colorado.

EXPERTS

Our audited consolidated financial statements as of June 30, 2006 and June 30, 2005, included in our Annual Report of Form 10-K for the year ended June 30, 2006, incorporated by reference herein, have been audited by Grant Thornton LLP, an independent registered public accounting firm as set forth in their report thereon. Such financial statements are incorporated by reference in reliance upon such report given the authority of such firm as experts in accounting and auditing in giving said report.

Our audited consolidated financial statements for the year-ended June 30, 2004, have been incorporated by reference herein in reliance upon the report of KPMG LLP (“KPMG”), independent registered public accounting firm, incorporated by reference herein, and upon the authority of said firm as experts in accounting and auditing.

We have agreed to indemnify and hold KPMG harmless against and from any and all legal costs and expenses incurred by KPMG in successful defense of any legal action or proceeding that arises as a result of KPMG’s consent to the incorporation by reference of its audit report on the Company’s past financial statements incorporated by reference in this registration statement.

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and special reports, proxy statements and other information with the SEC. You may read and copy any of these documents at the SEC’s public reference room at 100 F Street N.E., Room 1580, Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. Our SEC filings are also available to the public at the SEC’s website at <http://www.sec.gov>.

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The SEC allows us to “incorporate by reference” the information we file with the SEC, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered part of this prospectus, and information that we file later with the SEC will automatically update and supersede, as applicable, the information in this prospectus.

The following documents, which were previously filed with the SEC pursuant to the Exchange Act, are hereby incorporated by reference:

- our Annual Report on Form 10-K for the year ended June 30, 2006;
- our Quarterly Reports on Form 10-Q for the quarters ended September 30, 2006, December 31, 2006 and March 31, 2007;
- our Definitive Proxy Statement on Schedule 14A, filed on December 8, 2006;
- our Current Reports on Form 8-K filed with the SEC on July 7, 2006 (other than information in the Current Report that is furnished, but not filed); October 2, 2006; October 3, 2006; October 16, 2006 (other than information in the Current Report that is furnished, but not filed); October 18, 2006; December 4, 2006; December 22, 2006; January 19, 2007; February 14, 2007; February 21, 2007; February 22, 2007 and April 3, 2007; and
- the description of our common stock contained in Amendment No. 2 to our Registration Statement on Form 8-A/A (SEC File No. 000-21825) filed with the SEC on June 5, 2007.

All documents filed by us pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the date of this prospectus and prior to the termination of this offering shall be deemed to be incorporated by reference into this prospectus and shall be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference in this prospectus shall be deemed modified, superseded or replaced for purposes of this prospectus to the extent that a statement contained in this prospectus, or in any subsequently filed document that also is deemed to be incorporated by reference in this prospectus, modifies, supersedes or replaces such statement. Any statement so modified, superseded or replaced shall not be deemed, except as so modified, superseded or replaced, to constitute a part of this prospectus. Subject to the foregoing, all information appearing in this prospectus is qualified in its entirety by the information appearing in the documents incorporated by reference.

Statements contained in this prospectus as to the contents of any contract or other document are not necessarily complete, and in each instance we refer you to the copy of the contract or document filed as an exhibit to the registration statement or the documents incorporated by reference in this prospectus, each such statement being qualified in all respects by such reference.

You may receive a copy of any of these filings, at no cost, by writing or calling SMF Energy Corporation, 200 West Cypress Creek Road, Suite 400, Fort Lauderdale, Florida, 33309, telephone (954) 308-4200, and directed to the attention of Richard E. Gathright, Chief Executive Officer and President.

You should rely only on the information incorporated by reference or provided in this prospectus or any supplement to this prospectus. We have authorized no one to provide you with different information. We are not making an offer of these securities in any state where the offer is not permitted. You should not assume that the information in this prospectus is accurate as of any date other than the date on the front of this prospectus.

SMF ENERGY CORPORATION

COMMON STOCK
WARRANTS

PROSPECTUS

_____, 2007

PART II**INFORMATION NOT REQUIRED IN PROSPECTUS****ITEM 14. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION⁽¹⁾**

The following table sets forth the costs and expense (subject to future contingencies) incurred or expected to be incurred by the Registrant in connection with the offering. The Registrant has agreed to pay all the costs and expenses of this offering.

Securities and Exchange Commission Registration Fee	\$	\$963
Accounting Fees and Expenses		8,000
Legal Fees and Expenses		25,000
Miscellaneous		2,037
Total	\$	\$36,000

(1) The amounts set forth above are in each case estimated.

ITEM 15. INDEMNIFICATION OF DIRECTORS AND OFFICERS

SMF Energy Corporation is incorporated in the State of Delaware. Section 145(a) of the General Corporation Law of the State of Delaware (the “DGCL”) provides that a Delaware corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or enterprise, against expenses, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, he had no cause to believe his conduct was unlawful.

Section 145(b) of the DGCL provides that a Delaware corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person acted in any of the capacities set forth above, against expenses actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted under similar standards, except that no indemnification may be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine that despite the adjudication of liability, such person is fairly and reasonably entitled to be indemnified for such expenses which the court shall deem proper.

Section 145 of the DGCL further provides that to the extent a director or officer of a corporation has been successful in the defense of any action, suit or proceeding referred to in subsections (a) and (b) or in the defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorneys’ fees) actually and reasonably incurred by him in connection therewith; that indemnification provided for by Section 145 shall not be deemed exclusive of any other rights to which the indemnified party may be entitled; and that the corporation may purchase and maintain insurance on behalf of a director, officer, employee or agent of the corporation against any liability asserted against him or incurred by him in any such capacity or arising out of his status as such whether or not the corporation would have the power to indemnify him against such liabilities under such Section 145.

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Section 102(b)(7) of the DGCL provides that a corporation in its original certificate of incorporation or an amendment thereto validly approved by stockholders may eliminate or limit personal liability of members of its board of directors or governing body for breach of a director's fiduciary duty. However, no such provision may eliminate or limit the liability of a director for breaching his duty of loyalty, failing to act in good faith, engaging in intentional misconduct or knowingly violating a law, paying a dividend or approving a stock repurchase which was illegal, or obtaining an improper personal benefit. A provision of this type has no effect on the availability of equitable remedies, such as injunction or rescission, for breach of fiduciary duty. SMF Energy Corporation's Certificate of Incorporation contains such a provision.

The Certificate of Incorporation of SMF Energy Corporation generally allows indemnification of officers and directors to the fullest extent allowed by law. SMF Energy Corporation currently intends to indemnify its officers and directors to the fullest extent permitted by its Certificate of Incorporation and Delaware Law.

We maintain insurance policies under which our directors and officers are insured, within the limits and subject to the limitations of the policies, against expenses in connection with the defense of actions, suits or proceedings, and certain liabilities that might be imposed as a result of such actions, suits or proceedings, to which they are parties by reason of being or having been a director or officer SMF Energy Corporation.

ITEM 16. EXHIBITS

Exhibit No.	Description of Exhibit
2.1	Agreement of Merger and Plan of Merger and Reorganization between Streicher Mobile Fueling, Inc. and SMF Energy Corporation, dated February 13, 2007 (incorporated by reference to Exhibit 2.1 to the Registrant's Current Report on Form 8-K filed on February 14, 2007)
3(i)	Incorporating Documents of SMF Energy Corporation, including: Certificate of Incorporation dated October 6, 2006 (incorporated by reference to Appendix B to the Registrant's Definitive Proxy Statement on Schedule 14A, filed on October 30, 2006); Certificate of Amendment dated February 12, 2007 (incorporated by reference to Exhibit 3(i) to the Registrant's Current Report on Form 8-K filed on February 14, 2007)
3(ii)	Bylaws of SMF Energy Corporation (incorporated by reference to Appendix D to the Registrant's Definitive Proxy Statement on Schedule 14A, filed on October 30, 2006)
4.1	Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.1 to the Registrant's Amendment No. 2 to Registration Statement on Form 8-A/A (SEC File No. 000-21825) filed on June 5, 2007)
4.2	Form of Stock Purchase Warrant issued to May 2003 investors (incorporated by reference to Exhibit 4.2 to the Registrant's Registration Statement on Form S-3 filed on March 17, 2004 (File No. 333-113682))
4.3	Form of Stock Purchase Warrant issued to August 2003 investors (incorporated by reference to Exhibit 4.3 to the Registrant's Registration Statement on Form S-3 filed on March 17, 2004 (File No. 333-113682))
4.4	

Stock Purchase Warrant issued to Philadelphia Brokerage Corporation as
placement agent *

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- 5.1 Opinion of Davis Graham & Stubbs LLP
- 23.1 Consent of Davis Graham & Stubbs LLP (included in its opinion filed as Exhibit 5.1)
- 23.2 Consent of Grant Thornton LLP
- 23.3 Consent of KPMG LLP
- 24.1 Power of Attorney (included on the signature page hereto)

* Previously filed with this Form S-3 on March 17, 2004

ITEM 17. UNDERTAKINGS

(a) We hereby undertake:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933 (Securities Act);

(ii) To reflect in the prospectus any facts or events arising after the effective date of this registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in this registration statement;

Provided, however, that paragraphs (a)(1)(i), (a)(1)(ii) and (a)(1)(iii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference into this registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is a part of this registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered that remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser:

Explanation of Responses:

(i) Each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.

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(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Company's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered thereby, and the offering of such securities at the time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing a registration statement on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to Registration Statement No. 333-113682 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fort Lauderdale, State of Florida, on June 6, 2007.

SMF ENERGY CORPORATION

By: /s/ Richard E. Gathright

Name: Richard E. Gathright

Title: Chief Executive Officer and President

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Richard E. Gathright and Michael S. Shore his true and lawful attorneys-in-fact, each acting alone, with full powers of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any or all amendments, including any post-effective amendments, to this registration statement, or any registration statement relating to this offering to be effective upon filing pursuant to Rule 462(b) under the Securities Act of 1933, and to file the same, with exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact or their substitutes, each acting alone, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement No. 333-113682 has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
/s/ Richard E. Gathright _____ Richard E. Gathright	Chief Executive Officer and President, and Chairman of the Board (Principal Executive Officer)	June 6, 2007
/s/ Michael S. Shore _____ Michael S. Shore	Chief Financial Officer and Senior Vice President (Principal Financial and Accounting Officer)	June 6, 2007
/s/ Wendell R. Beard _____ Wendell R. Beard	Director	June 6, 2007
/s/ Larry S. Mulkey _____ Larry S. Mulkey	Director	June 6, 2007
/s/ C. Rodney O'Connor	Director	June 6, 2007

Explanation of Responses:

C. Rodney O'Connor

/s/ Robert S. Picow

Director

June 6, 2007

Robert S. Picow

/s/ Steven R. Goldberg

Director

June 6, 2007

Steven R. Goldberg

/s/ Nat Moore

Director

June 6, 2007

Nat Moore

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EXHIBIT INDEX

Exhibit No.	Description of Exhibit
5.1	Opinion of Davis Graham & Stubbs LLP
23.2	Consent of Grant Thornton LLP
23.3	Consent of KPMG LLP
