

MCCANN WALTER
Form 4
December 10, 2010

FORM 4

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

OMB APPROVAL

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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 *
MCCANN WALTER

2. Issuer Name and Ticker or Trading Symbol
MAGELLAN PETROLEUM CORP /DE/ [MPET]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
920 DAMASCUS CHURCH ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/08/2010

Director 10% Owner
 Officer (give title below) Other (specify below)

CHAPEL HILL, NC 27516
(City) (State) (Zip)

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

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)
Common Stock	12/08/2010		A	V Amount 15,000 (1)	(A) or (D) Price \$ 0 (2)	D	126,868 (3)

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

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(9-02)

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

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCANN WALTER 920 DAMASCUS CHURCH ROAD CHAPEL HILL, NC 27516			X	

Signatures

/s/ Walter McCann, by Edward B. Whittemore,
attorney-in-fact

12/10/2010

_____*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) On December 8, 2010, the date of the Company's annual shareholder meeting, 15,000 shares of the Company's common stock were awarded to the reporting person under Section 9 of the Company's 1998 Stock Incentive Plan ("Plan"), pursuant to the terms of the Company's non-employee director compensation policy ("Policy"). The Policy provides for an annual stock award with a value equal to \$35,000 to be made to each non-employee director on either July 1st or the date of the annual shareholder meeting held during each Company fiscal year, subject to a cap of 15,000 shares (the difference in value between the shares and \$35,000 to be paid in cash). Consistent with the terms of the Policy, the number of shares awarded on December 8, 2010 was limited to the number of shares the reporting person was entitled to receive under the Plan as of July 1, 2010 since, as of that date, there was an insufficient number of shares available under the Plan to make the annual awards to each eligible director.
- (2) The fair market value of a share of the Company's common stock on July 1, 2010 was \$1.83, calculated in accordance with the terms of the Plan.
- (3) Amount reported does not include beneficial ownership of the shares subject to stock options held by the reporting person which have previously been reported in Table II.

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.