#### **REGER MICHAEL LEWIS**

Form 4

March 18, 2011

# FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB 3235-0287 Number:

**OMB APPROVAL** 

Washington, D.C. 20549

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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)

1. Name and Address of Reporting Person ** REGER MICHAEL LEWIS	2. Issuer Name <b>and</b> Ticker or Trading Symbol NORTHERN OIL & GAS, INC. [NOG]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)
(Last) (First) (Middle) 315 MANITOBA AVE, SUITE 200	3. Date of Earliest Transaction (Month/Day/Year) 03/16/2011	X Director 10% OwnerX Officer (give title Other (specify below) C E O
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)
WAYZATA, MN 55391	·	_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

WAIZAIA, WIN 33391				Person						
(City)	(State)	(Zip) 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)	Code (Instr. 8)	onDisposed o (Instr. 3, 4	f (D) and 5) (A) or		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 Indirect Beneficial Ownership (Instr. 4)	
Common Stock	03/16/2011		Code V S	Amount 378,811	(D)	Price \$ 28.471 (1)	3,409,305	D		
Common Stock (2)	03/17/2011		S	37,291	D	\$ 29.6556 (3)	3,372,014	D		
Common Stock	03/18/2011		S	378,811	D	\$ 28.9516 (4)	2,993,203	D		
Common Stock							1,000	I	By Wife	

### Edgar Filing: REGER MICHAEL LEWIS - Form 4

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerci	sable and	7. Title a	ınd	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	iorNumber	Expiration Da	te	Amount	of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/Y	(ear)	Underlyi	ng	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	s	(Instr. 5)
	Derivative				Securities			(Instr. 3	and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									mount	
						Date	Expiration	or		
						Exercisable	Date		umber	
								of		
				Code V	$^{\prime}$ (A) (D)			St	nares	

### **Reporting Owners**

Reporting Owner Name / Address	Relationships				
.1	Director	10% Owner	Officer	Other	
REGER MICHAEL LEWIS 315 MANITOBA AVE, SUITE 200 WAYZATA, MN 55391	X		C E O		

### **Signatures**

/s/ Michael L.

Reger 03/18/2011

\*\*Signature of Person Date

Reporting 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) Reflects the weighted average price of 378,811 shares sold in multiple transactions on March 16, 2011 with sales prices ranging from \$28.00 to \$29.40.
- (2) Sale effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (3) Reflects the weighted average price of 37,291 shares sold in multiple transactions on March 17, 2011 with sales prices ranging from \$28.53 to \$30.18.
- (4) Reflects the weighted average price of 378,811 shares sold in multiple transactions on March 18, 2011 with sales prices ranging from \$28.51 to \$29.67.

Reporting Owners 2

### Edgar Filing: REGER MICHAEL LEWIS - Form 4

#### **Remarks:**

The reporting person undertakes to provide upon request by the US Securities and Exchange Commission staff, the issuer, or a 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.