Meier Lisa Form 4 September 09, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

0.5

Estimated average burden hours per

response...

5. Relationship of Reporting Person(s) to

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

1. Name and Address of Reporting Person *

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)

Meier Lisa Issuer Symbol NORTHERN OIL & GAS, INC. [N (Check all applicable) OG] (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director 10% Owner Officer (give title _ Other (specify (Month/Day/Year) below) 315 MANITOBA AVE, SUITE 200 09/09/2011 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

2. Issuer Name and Ticker or Trading

WAYZATA, MN 55391

(Ctota)

(7:-

(City)

(City)	(State)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	Acquired (A)	5. Amount of	6.	7. Nature of		
Security	(Month/Day/Year)	Execution Date, if	Transactio	omr Disposed	of (D)	Securities	Ownership	Indirect		
(Instr. 3)		any	Code	(Instr. 3, 4 ar	nd 5)	Beneficially	Form:	Beneficial		
		(Month/Day/Year)	(Instr. 8)			Owned	Direct (D)	Ownership		
						Following	or Indirect	(Instr. 4)		
				,		Reported	(I)			
					A)	Transaction(s)	(Instr. 4)			
			Code V		or D) Price	(Instr. 3 and 4)				
			Code v	Amount (1						
Common Stock	09/09/2011		S	11,671 D	\$ 19.4212 (1)	14,570 (2)	D			

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Person

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
					, ,						
									Amount		
						Date	Expiration		or		
							Date	Title	Title Number		
							Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
ier Lisa						

Meier Lisa 315 MANITOBA AVE, SUITE 200 X WAYZATA, MN 55391

Signatures

/s/ Lisa Meier 09/09/2011

**Signature of 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 11,671 shares sold in multimple transactions on September 9, 2011 with sales prices ranging from \$19.24 to \$19.52.
- (2) Reflects an additional 7,686 shares inadvertently omitted from previous reports due to the double-counting of shares forfeited to satisfy the exercise price of a stock option exercise.

Remarks:

The reported sales were completed to fund costs associated with marital dissolution proceedings.

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.

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