

KANDLE JOSEPH R  
 Form 4/A  
 December 07, 2010

**FORM 4**

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

OMB APPROVAL

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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 \*  
 KANDLE JOSEPH R

(Last) (First) (Middle)  
 7900 LAS CRUCES AVE  
 (Street)

BAKERSFIELD, CA 93309

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 TRI VALLEY CORP [TIV]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 11/22/2010

4. If Amendment, Date Original Filed(Month/Day/Year)  
 12/07/2010

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Senior VP - Corp. Development

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 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)  | Code V Amount (D) Price   |  |                                   |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired (A) or | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) Code | Disposed of (D) |               | Date Exercisable | Expiration Date | Title        | An Nu Sh |
|------------|------------------------------|------------------|-----------------|-----------------|---------------|------------------|-----------------|--------------|----------|
|            |                              |                  |                 | (A)             | (D)           |                  |                 |              |          |
| Warrants   | \$ 0.54                      | 11/22/2010       | A               | 435,000         |               | 11/22/2010       | 11/22/2013      | Common Stock | 43       |
| Options    | \$ 1.35                      | 11/22/2010       | I               |                 | 75,000<br>(2) | 10/22/2001       | 10/22/2011      | Common Stock | 7        |
| Options    | \$ 6.1                       | 11/22/2010       | I               |                 | 10,000<br>(2) | 07/03/2008       | 07/03/2013      | Common Stock | 1        |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |                                     |       |
|---|---------------|-----------|-------------------------------------|-------|
|   | Director      | 10% Owner | Officer                             | Other |
| KANDLE JOSEPH R<br>7900 LAS CRUCES AVE<br>BAKERSFIELD, CA 93309 |               |           | Senior VP -<br>Corp.<br>Development |       |

## Signatures

Joseph R. Kandle 11/30/2010

\*\*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) Awarded by Compensation Committee. The exercise price equals the closing market price on the date of grant.
- (2) This amendment corrects the number of derivative securities disclosed in Column 5 to indicate that the options were disposed of (D), not acquired (A).
- (3) The options were originally awarded by the Board of Directors for services pursuant to the Company's stock option plan.

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.