PANHANDLE OIL & GAS INC

Form 4

December 12, 2014

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

SECURITIES Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * COFFMAN MICHAEL C

2. Issuer Name and Ticker or Trading

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Symbol

PANHANDLE OIL & GAS INC [PHX]

Issuer

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Last)

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

12/10/2014

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

X Director X_ Officer (give title

Other (specify

10% Owner

Chief Executive Officer

(Street)

5400 GRAND BLVD., SUITE 300

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

below)

OKLAHOMA CITY, OK 73112

(State)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

(Zip)

3. 4. Securities Acquired (A) 5. Amount of Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Securities Beneficially Owned

Following

Reported

Transaction(s)

(Instr. 3 and 4)

Ownership Form: Direct (D) or Indirect

(Instr. 4)

7. Nature of Indirect Beneficial Ownership (Instr. 4)

(A) Code V Amount

(D) Price

D $347,932 \frac{(2)}{2}$

Panhandle Class A

Common

(City)

12/10/2014

12/10/2014

23,499 $A^{(1)}$ (1)

A 0.0167 (1) (1)

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)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)			ate	7. Title Amoun Under	int of lying ities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
	Derivative Security				Securities Acquired			(Instr.	3 and 4)		Owne Follo
					(A) or Disposed						Repo Trans
					of (D) (Instr. 3, 4, and 5)						(Instr
					4, and 3)				Amount		
						Date Exercisable	Expiration Date	Title	or Number of		
				Code V	(A) (D)				Shares		

Deletionship

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
COFFMAN MICHAEL C							
5400 GRAND BLVD., SUITE 300	X		Chief Executive Officer				
OKLAHOMA CITY, OK 73112							

Signatures

/s/ Michael C. 12/12/2014 Coffman

**Signature of Reporting 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) Amount represents the number of shares of restricted stock granted under the Panhandle Oil and Gas 2010 Restricted Stock Plan. The shares will vest in one installment on the 3rd anniversary date, subject to certain stock price growth restrictions.
- (2) Total number of shares includes shares with vesting based on performance criteria.

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.

Reporting Owners 2