

PANHANDLE OIL & GAS INC
 Form 4
 December 23, 2013

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 *
COFFMAN MICHAEL C

2. Issuer Name and Ticker or Trading Symbol
PANHANDLE OIL & GAS INC [PHX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 5400 GRAND BLVD., SUITE 300
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/21/2013

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

OKLAHOMA CITY, OK 73112

(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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount (A) or (D)	Price		
Panhandle Class A Common	12/21/2013	12/21/2013	D		4,710 (1)	\$ 0.0167 (1)	158,868	D
Panhandle Class A Common	12/21/2013	12/21/2013	A		12,290 (2)	\$ 0.0167	171,158	D
Panhandle Class A Common	12/23/2013	12/23/2013	F		2,177 (3)	\$ 32.79	168,981 (4)	D

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

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

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 Beneficially Owned (Instr. 5)
				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
COFFMAN MICHAEL C 5400 GRAND BLVD., SUITE 300 OKLAHOMA CITY, OK 73112	X		Chief Executive Officer	

Signatures

/s/ Michael C. Coffman 12/23/2013

**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) Forfeiture of restricted stock award shares due to final determination that certain stock price performance criteria of the company was not achieved.
 - (2) 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.
 - (3) Represents shares withheld to cover payroll tax liability on partial vesting of previously granted restricted shares.
Total number of shares includes shares with vesting based on performance criteria. Total shares have been adjusted to reflect a forfeiture of some of the restricted shares due to final vesting determination that performance-based criteria have not been satisfied with respect to such restricted shares.
 - (4)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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