

LEE LARRY E
Form 5
April 07, 2010

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
LEE LARRY E

2. Issuer Name and Ticker or Trading Symbol
RAM ENERGY RESOURCES INC [RAME]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement of Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President & CEO

5100 E SKELLY DRIVE - SUITE 650

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

TULSA, OK 74135

Form Filed by One Reporting Person
 Form Filed by More than One Reporting 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) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|----------------|--|--|---|
| | | | | (A) Amount | or (D) | Price | | | |
| Common Stock | 07/29/2009 | Â | G5 ⁽¹⁾ | 2,000,000 | D | \$ 0 0 | I | By 2008 Retained Annuity Trust | |
| Common Stock | 07/29/2009 | Â | G5 ⁽¹⁾ | 1,000,000 | A | \$ 0 1,000,000 | I | By July 2009 Retained | |

| | | | | | | | | | |
|--------------|------------|---|-------------------|-----------|---|------|-----------|---|-------------------------------------|
| Common Stock | 07/29/2009 | Â | G5 ⁽¹⁾ | 1,000,000 | A | \$ 0 | 8,000,000 | I | Annuity Trust By Revocable Trust |
| Common Stock | 11/03/2009 | Â | G5 ⁽²⁾ | 750,000 | D | \$ 0 | 100,000 | D | Â |
| Common Stock | 11/03/2009 | Â | G5 ⁽²⁾ | 750,000 | A | \$ 0 | 8,750,000 | I | By Revocable Trust |
| Common Stock | Â | Â | Â | Â | Â | Â | 1,000,000 | I | By 2009 Retained Annuity Trust |
| Common Stock | Â | Â | Â | Â | Â | Â | 500,000 | I | By Spouse |

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

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SEC 2270 (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 (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. of D Se B O E I F I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LEE LARRY E 5100 E SKELLY DRIVE - SUITE 650 TULSA, OK 74135 | Â X | Â X | Â Chairman, President & CEO | Â |

Signatures

LARRY E. LEE

04/07/2010

 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) The Larry E. Lee 2008 Retained Annuity Grantor Trust was settled on July 29, 2009. In connection with such settlement, 1,000,000 shares were transferred without consideration to each of the Larry E. Lee Revocable Trust and the Larry E. Lee July 2009 Retained Annuity Trust. The reporting person is a co-trustee of each trust and, as such, is deemed to be the beneficial owner of the shares held by each trust.

(2) The reporting person gifted shares of the Company's common stock to a revocable trust, of which, he and his wife are co-trustees. As co-trustees of the revocable trust, the reporting person and his wife have voting and dispositive power over the shares held by the trust and are deemed to have beneficial ownership of those shares.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.