

BARTLETT SCOTT JR  
Form 4  
October 25, 2012

**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 \*  
BARTLETT SCOTT JR

2. Issuer Name and Ticker or Trading Symbol  
ABRAXAS PETROLEUM CORP  
[AXAS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
10/23/2012

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

18803 MEISNER DRIVE

(Street)

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

SAN ANTONIO, TX 78258

(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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership: Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Abraxas Petroleum Common Stock	10/23/2012		M		10,707	A	\$ 0.99	86,580	D	
Abraxas Petroleum Common Stock	10/15/2011		G		10,000	D	\$ 3.97	76,580	D	
Abraxas Petroleum Common Stock	10/15/2011		G		5,000	D	\$ 3.97	71,580	D	

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Abraxas Petroleum Common Stock	26,000	I	Retirement account
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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 (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)	Amount or Number of Shares					
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title					
Director Stock Option	\$ 0.99	10/22/2012		M	10,707	03/17/2010 03/17/2019	05/04/2012 05/04/2022	05/05/2011 05/05/2021	05/19/2010 05/19/2020	05/21/2008 05/21/2018	06/26/2007 06/26/2017	Abraxas Petroleum Common Stock	10,707
Director Stock Option	\$ 2.9							Abraxas Petroleum Common Stock	12,000				
Director Stock Options	\$ 4.13							Abraxas Common Stock	10,500				
Director Stock Options	\$ 2.36							Abraxas Petroleum Common Stock	10,000				
Director Stock Options	\$ 4.5							Abraxas Petroleum Common Stock	10,000				
Director Stock Options	\$ 4.32							Abraxas Petroleum Common Stock	10,000				

Director Stock Options	\$ 4.51	05/25/2006	05/25/2016	Abraxas Petroleum Common Stock	10,000
Director Stock Options	\$ 2.75	06/01/2005	06/01/2015	Abraxas Petroleum Common Stock	10,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARTLETT SCOTT JR 18803 MEISNER DRIVE SAN ANTONIO, TX 78258	X			

## Signatures

SCOTT C. BARTLETT JR.	10/25/2012
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**Signature of Reporting Person	Date
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## 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).

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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