

RAM ENERGY RESOURCES INC  
 Form 4  
 August 04, 2008

**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 \*  
**LEE LARRY E**  
  
 (Last) (First) (Middle)  
 5100 E SKELLY DRIVE - SUITE 650  
  
 (Street)  
 TULSA, OK 74135  
  
 (City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**07/31/2008**

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman, President and CEO

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
Common Stock	07/31/2008		G <sup>(1)</sup>		3,000,000	D	\$ 0 9,130,186
Common Stock	07/31/2008		G <sup>(2)</sup>		2,000,000	D	\$ 0 7,130,186
Common Stock	07/31/2008		G <sup>(1)</sup>		3,000,000	A	\$ 0 3,000,000
Common Stock	07/31/2008		G <sup>(2)</sup>		2,000,000	A	\$ 0 2,000,000
Common Stock							500,000

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

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(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. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4)
				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
LEE LARRY E 5100 E SKELLY DRIVE - SUITE 650 TULSA, OK 74135	X	X	Chairman, President and CEO	

## Signatures

LARRY E. LEE                      08/04/2008

\*\*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).

This 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. The reporting person is also deemed to have beneficial ownership of shares owned by his wife. The reporting person disclaims beneficial ownership of the shares held by the revocable trust and this report should not be deemed an admission that the reporting person is the beneficial owner of such shares.

This reporting person gifted shares of the Company's common stock to a grantor retained annuity trust, of which he and his wife are co-trustees. As co-trustees of the grantor retained annuity 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. The reporting person is also deemed to have beneficial ownership of shares owned by his wife. The reporting person disclaims beneficial ownership of the shares held by the grantor retained annuity trust and this report should not be deemed an admission that the reporting person is the beneficial owner of such shares.

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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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