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US ENERGY CORP  
Form POS AM  
May 13, 2004

As filed with the Securities and Exchange Commission on May 13, 2004

Registration No. 333-110882  
Securities and Exchange Commission  
Washington, D.C. 20549  
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FORM S-3  
POST-EFFECTIVE AMENDMENT NO. 1

Registration Statement  
Under the Securities Act of 1933

U.S. ENERGY CORP.  
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(Exact name of registrant as specified in its charter)

Wyoming  
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(State or other jurisdiction of incorporation or organization)

83-0205516  
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(I.R.S. Employer Identification No.)

877 North 8th West, Riverton, Wyoming 82501; Tel. 307.856.9271  
(Address, including zip code, and telephone number, including area code,  
of issuer's principal executive offices)

Daniel P. Svilar, 877 North 8th West  
Riverton, WY 82501; Tel. 307.856.9271  
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(Name, address, including zip code, and telephone number of agent for service)

Copies to: Stephen E. Rounds, Esq.  
The Law Office of Stephen E. Rounds  
1544 York Street, Suite 110, Denver, CO 80206  
Tel: 303.377.6997; Fax: 303.377.0231  
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Approximate date of commencement and end of proposed sale to the public: From  
time to time after the registration statement becomes effective.

If the only securities being registered on this Form are being offered pursuant  
to dividend or interest reinvestment plans, please check the following box. [ ]

If any of the securities being registered on this Form are to be offered on a  
delayed or continuous basis pursuant to Rule 415 under the Securities Act of  
1933, other than securities offered only in connection with dividend or interest  
reinvestment plans, check the following box. [X ]

If this Form is filed to register additional securities for an offering pursuant  
to Rule 462(b) under the Securities Act, please check the following box and list  
the Securities Act registration statement number of the earlier effective  
registration statement for the same offering: [ ] \_\_\_\_\_

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under  
the Securities Act, check the following box and list the Securities Act  
registration statement number of the earlier effective registration statement  
for the same offering. [ ] \_\_\_\_\_

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If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. [ ]

The registrant hereby deregisters 771,634 of the shares initially registered, 369,264 shares having been sold.

2

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this post-effective amendment to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the city of Riverton, state of Wyoming on May 13, 2004.

U.S. ENERGY CORP.

(Registrant)

Date: May 13, 2004

By: /s/ John L. Larsen

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John L. Larsen, Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this registration statement on Form S-3 has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Date: May 13, 2004

By: /s/ John L. Larsen

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John L. Larsen, Director

Date: May 13, 2004

By: /s/ Keith G. Larsen

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Keith G. Larsen, Director

Date: May 13, 2004

By: /s/ Harold F. Herron

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Harold F. Herron, Director

Date: May 13, 2004

By: /s/ Nick Bebout

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Nick Bebout, Director

Date: May 13, 2004

By: /s/ Don C. Anderson

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Don C. Anderson, Director

Date: May 13, 2004

By: /s/ H. Russell Fraser

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H. Russell Fraser, Director

Date: May 13, 2004

By: /s/ Michael Anderson

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Michael Anderson, Director

Date: May 13, 2004

By: /s/ Robert Scott Lorimer

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Robert Scott Lorimer,  
Principal Financial Officer/  
Chief Accounting Officer