PANHANDLE OIL & GAS INC

Form 4/A June 27, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations

may continue. See Instruction Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ROBOTTI ROBERT

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) 3. Date of Earliest Transaction

(Month/Day/Year)

10/01/2012

_X__ Director Officer (give title below)

10% Owner Other (specify

6 EAST 43RD STREET, 23RD **FLOOR**

> (Street) 4. If Amendment, Date Original

(Middle)

Filed(Month/Day/Year)

02/08/2013

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person _ Form filed by More than One Reporting

NEW YORK, NY 10017

							1 CISOII		
(City)	(State) (Z	Zip) Table	e I - Non-De	erivative S	ecurit	ies Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Class A Common Stock, \$0.0166 Par Value	10/01/2012		<u>J(1)</u>	75,790	D	\$ 0 (2)	632,065 (3) (4) (5) (6) (7) (8)	I	See Footnote
Class A Common Stock, \$0.0166 Par Value	10/01/2012		<u>J(1)</u>	75,790	A	\$ 0 (2)	632,065 (3) (4) (5) (6) (7) (8)	I	See Footnote

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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)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

 Title of 	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative				Securities	1		(Instr.	3 and 4)		(
	Security				Acquired]
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Title	Number		
						Exercisable	Date	11110	of		
				Code V	(A) (D)				Shares		
				Code v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

ROBOTTI ROBERT 6 EAST 43RD STREET 23RD FLOOR NEW YORK, NY 10017

X

Signatures

Robert E. Robotti 06/27/2013

**Signature of Date
Reporting Person

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).
- Reflects change in form of indirect pecuniary interest, if any, of the Reporting Person as a result of the transfer by a limited partner of (1) 75,790 shares of the Class A Common Stock, \$0.0166 par value ("Common Stock"), from RVB Value Fund, L.P. ("RVB") to a managed account
- (2) The transfer of shares was for no consideration.
- (3) This amount includes 18,740 shares of the Common Stock owned by Robotti & Company, Incorporated ("ROBT").
- (4) This amount includes 1,000 shares of the Common Stock owned by Robotti & Company, LLC ("Robotti & Company").

Reporting Owners 2

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- (5) This amount includes 341,139 shares of the Common Stock owned by The Ravenswood Investment Company, L.P. ("RIC").
- (6) This amount includes 245,787 shares of the Common Stock owned by Ravenswood Investments III, L.P. ("RIII").
- (7) This amount includes 7,399 shares of the Common Stock owned by RVB.
- (8) This amount includes 18,000 shares of the Common Stock owned by Suzanne Robotti ("Su Robotti"), wife of Robert Robotti ("Robotti").
 - The Reporting Person may be deemed to beneficially own (solely for the purpose of Rule 16a-1(a)(2) under the Securities Exchange Act of 1934, as amended ("Exchange Act")) certain of the shares of Common Stock reported on this Form 4 through his proportionate
- (9) ownership of ROBT and Robotti & Company, as a managing member of Ravenswood Management Company, L.L.C., which serves as the general partner of RIC, RIII and RVB, and through his marriage to Su Robotti. Mr. Robotti disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein, if any.

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