

GRAY EVERETT WILLARD II  
 Form 144  
 May 02, 2012

UNITED STATES  
 SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 144  
 NOTICE OF PROPOSED SALE OF SECURITIES  
 PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

OMB APPROVAL  
 OMB Number: 3235-0101  
 Expires: February 28, 2014  
 Estimated average burden hours per response 1.00  
 SEC USE ONLY DOCUMENT SEQUENCE NO.

CUSIP NUMBER

**ATTENTION:** *Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.*

1 (a) NAME OF ISSUER (Please type or print)	(b) IRS IDENT. NO.	(c) S.E.C. FILE NO	WORK LOCATION
CROSS BORDER RESOURCES, INC.	98-0555508	000-52738	
1 (d) ADDRESS OF ISSUER STREET	CITY	STATE ZIP CODE	(e) TELEPHONE NO
<b>22610 US Highway 281 N.</b>			
<b>Suite 218</b>	SAN ANTONIO	<b>TX 78258</b>	<b>210 226-6700</b>

2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD	(b) RELATIONSHIP TO ISSUER	(c) ADDRESS STREET	CITY	STATE	ZIP CODE
<b>EVERETT WILLARD GRAY II</b>		<b>22610 US Highway 281 N.</b>			
<b>(for shares held indirectly through WS Oil and Gas Limited)</b>	<b>CHAIRMAN AND CHIEF EXECUTIVE OFFICER</b>	<b>Suite 218</b>	SAN ANTONIO	<b>TX</b>	<b>78258</b>

*INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.*

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3 (a)	(b)	SEC USE ONLY	(c)	(d)	(e)	(f)	(g)
Title of the	<b>Name and Address of Each Broker Through Whom the Securities are to be Offered or</b>	Broker-Dealer	Number of Shares or Other Units	Aggregate Market Value	Number of Shares or Other Units	Approximate Date of Sale	Name of Each Securities Exchange
Securities To Be Sold	Each Market Maker who is Acquiring the Securities	File Number	To Be Sold	Value	Outstanding	(See instr. 3(f))	(See instr. 3(g))
	<b>C.K. COOPER &amp; COMPANY</b>		<b>161,000</b>	<b>\$305,900</b>	<b>16,151,946</b>	<b>5/2/2012</b>	
COMMON STOCK	<b>18300 Von Karman Ave., Ste. 700 § Irvine, CA 92612</b>			<b>(\$1.90 closing price on May 1, 2012)</b>			

INSTRUCTIONS:

1. (a) Name of issuer
  - (b) Issuer's I.R.S. Identification Number
  - (c) Issuer's S.E.C. file number, if any
  - (d) Issuer's address, including zip code
  - (e) Issuer's telephone number, including area code
2. (a) Name of person for whose account the securities are to be sold  
Such person's relationship to the issuer (e.g.,
  - (b) officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
  - (c) Such person's address, including zip code
3. (a) Title of the class of securities to be sold
  - (b) Name and address of each broker through whom the securities are intended to be sold
  - (c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
  - (d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to filing of this notice  
Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer
  - (e) Approximate date on which the securities are to be sold
  - (f) Name of each securities exchange, if any, on which the securities are intended to be sold
  - (g) Name of each securities exchange, if any, on which the securities are intended to be sold

**TABLE I — SECURITIES TO BE SOLD**

*Furnish the following information with respect to the acquisition of the securities to be sold*

*and with respect to the payment of all or any part of the purchase price or other consideration therefor:*

Title of the Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired <i>(If gift, also give date donor acquired)</i>	Amount of Securities Acquired	Date of Payment	Nature of Payment
Common Stock	11/24/2010	<b>Convertible Promissory Note converted into Common Stock</b>  (See Note 1)	Issuer	363,637	11/24/2010	See Note 1

INSTRUCTIONS: If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

**TABLE II — SECURITIES SOLD DURING THE PAST 3 MONTHS**

*Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.*

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
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REMARKS:

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Note 1 - On August 24, 2009, a Convertible Promissory Note was issued to WS Oil and Gas Limited (the "WS Oil Note"). On November 24, 2010, the balance owed by the Issuer on the WS Oil Note was \$400,000 and was settled by the issuance of 20,000,000 shares of the Issuer's common stock at a price of \$0.02 per share. The Company's 1-for-55 reverse split resulted in the 20,000,000 shares being reduced to 363,636 shares. At the time of settlement, the Issuer was in default of the WS Oil Note.

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

May 2, 2012

DATE OF NOTICE

/s/ Everett Willard Gray  
II  
(SIGNATURE)

DATE OF PLAN ADOPTION OR GIVING OF INSTRUCTION, IF RELYING ON  
RULE 10B5-1

*The notice shall be signed  
by the person for whose  
account the securities are  
to be sold. At least one*

*copy of the notice shall be  
manually signed. Any  
copies not manually  
signed shall bear typed or  
printed signatures.*

**ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)**

SEC 1147 (02-08)