

RAM ENERGY RESOURCES INC
 Form 4
 May 14, 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 *
FS PRIVATE INVESTMENTS III LLC

(Last) (First) (Middle)

C/O JEFFERIES CAPITAL PARTNERS, 520 MADISON AVENUE

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/12/2008

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)
 See footnote (3)

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock ⁽¹⁾	05/12/2008		X		96,456 ⁽²⁾	A	\$ 5	1,475,491 ⁽²⁾ ₍₃₎	I	See footnote ⁽¹⁾
Common Stock ⁽¹⁾	05/12/2008		X		317,174 ⁽²⁾	A	\$ 5	1,792,665 ⁽²⁾ ₍₃₎	I	See footnote ⁽¹⁾
Common Stock ⁽¹⁾	05/12/2008		X		41,560 ⁽²⁾	A	\$ 5	1,834,225 ⁽²⁾ ₍₃₎	I	See footnote ⁽¹⁾

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Warrants to Purchase Common Stock ⁽¹⁾	\$ 5	05/12/2008		X	96,456	11/29/2007 05/12/2008	Common Stock 96,456
Warrants to Purchase Common Stock ⁽¹⁾	\$ 5	05/12/2008		X	317,174	11/29/2007 05/12/2008	Common Stock 317,174
Warrants to Purchase Common Stock ⁽¹⁾	\$ 5	05/12/2008		X	41,560	11/29/2007 05/12/2008	Common stock 41,560

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FS PRIVATE INVESTMENTS III LLC C/O JEFFERIES CAPITAL PARTNERS 520 MADISON AVENUE NEW YORK, NY 10022				See footnote (3)
ING FURMAN SELZ INVESTORS III LP 55 EAST 52ND STREET 37TH FLOOR NEW YORK,, NY 10055				See footnote (3)

FRIEDMAN BRIAN P
C/O JEFFERIES CAPITAL PARTNERS
520 MADISON AVENUE
NEW YORK,, NY 10022

See footnote (3)

LUIKART JAMES L
C/O JEFFERIES CAPITAL PARTNERS
520 MADISON AVENUE
NEW YORK,, NY 10022

See footnote (3)

ING BARINGS GLOBAL LEVERAGED EQUITY PLAN LTD
520 MADISON AVENUE
8TH FLOOR
NEW YORK,, NY 10022

See footnote (3)

ING BARINGS US LEVERAGED EQUITY PLAN LLC
55 EAST 52ND STREET
37TH FLOOR
NEW YORK,, NY 10055

See footnote (3)

Signatures

/s/ James L.
Luikart

05/14/2008

**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).

- (1) See Exhibit 99 - Footnote 1
- (2) See Exhibit 99 - Footnote 2
- (3) See Exhibit 99 - Footnote 3

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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