

NORD RESOURCES CORP
Form 4
January 31, 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 *
WEXFORD CAPITAL LLC

2. Issuer Name and Ticker or Trading Symbol
NORD RESOURCES CORP
[NRDS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
411 WEST PUTNAM AVENUE, SUITE 125
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/21/2007

____ Director
____ Officer (give title below) X 10% Owner Other (specify below)
10% owner prior to this filing

GREENWICH, CT 06830

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

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
 X Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | 12/21/2007 | | C | | 985,500 | A | (3) 985,500 | I (1) | By: Wexford Catalyst Trading Limited |
| Common Stock | 12/21/2007 | | C | | 2,299,500 | A | (3) 2,335,780 | I (1) | By: Wexford Spectrum Trading Limited |

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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) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title Underlying (Instr. 3) |
|------------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|--------------------------------------------------------------------|-----------|----------------------------------------------------------|-----------------------|--------------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | |
| Special Warrants (right to buy) ⁽²⁾ | ⁽³⁾ | 12/21/2007 | | C | | 985,500 | ⁽³⁾ | 12/21/2007 | Comm Stock |
| Warrants (3) | \$ 1.1 | 12/21/2007 | | C | | 492,750 | | 12/21/2007 06/05/2012 | Comm Stock |
| Special Warrants (right to buy) ⁽²⁾ | ⁽³⁾ | 12/21/2007 | | C | | 2,299,500 | ⁽³⁾ | 12/21/2007 | Comm Stock |
| Warrants(3) | \$ 1.1 | 12/21/2007 | | C | | 1,149,750 | | 12/21/2007 06/05/2012 | Comm Stock |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WEXFORD CAPITAL LLC
411 WEST PUTNAM AVENUE
SUITE 125
GREENWICH, CT 06830

10% owner prior to this filing

10% owner prior to this filing

DAVIDSON CHARLES E
C/O WEXFORD CAPITAL LLC
411 WEST PUTNAM AVENUE
GREENWICH, CT 06830

JACOBS JOSEPH
C/O WEXFORD CAPITAL LLC
411 WEST PUTNAM AVENUE SUITE 125
GREENWICH, CT 06830

10% owner prior to this filing

Signatures

Arthur H. Amron, Partner and Secretary of Wexford Capital
LLC 01/31/2008

__Signature of Reporting Person Date

Charles E. Davidson 01/31/2008

__Signature of Reporting Person Date

Joseph Jacobs 01/31/2008

__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) Wexford Capital LLC (?Wexford?), as investment manager or sub advisor of Wexford Spectrum Trading Limited (?WST?) and Wexford Catalyst Trading Limited (?WCT?), may be deemed to beneficially own the securities. Charles E. Davidson (?Davidson?) and Joseph M. Jacobs (?Jacobs?) are the managing members of Wexford. Davidson and Jacobs may also be deemed to beneficially own the securities. Wexford, Davidson and Jacobs each disclaims beneficial ownership of the securities reported hereby and this report shall not be deemed as an admission that they are the beneficial owners of such securities except in the case of Davidson and Jacobs to the extent of their interests in each of WST and WCT.

(2) Special Warrants convertible into one common share and one-half of one Warrant, each Warrant exercisable to acquire one common share (right to buy).

(3) WST and WCT acquired an aggregate of 3,285,000 Special Warrant Shares from the issuer in a private placement offering that closed on June 5, 2007 (the ?Offering?). Each Special Warrant Share entitled the holder thereof to receive, without the payment of additional consideration, upon the exercise thereof, one share of common stock and one-half of one Warrant. The Special Warrants were subject to automatic conversion in certain circumstances. The Special Warrants converted automatically on December 21, 2007. Each Warrant entitles the holder to acquire an additional common share at an exercise price of \$1.10 for a period of five years from June 5, 2007.

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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