

WATSON ROBERT L G

Form 4

October 08, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WATSON ROBERT L G

2. Issuer Name **and** Ticker or Trading
Symbol
ABRAXAS PETROLEUM CORP
[AXAS]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
18803 MEISNER DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/05/2009

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
President/CEO

SAN ANTONIO, TX 78258

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ 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
ABRAXAS PETROLEUM COMMON STOCK	10/05/2009		A		204,879	A	<u>(1)</u> <u>(3)</u>
ABRAXAS PETROLEUM COMMON STOCK					26,867	I	401-K

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

required to respond unless the form
displays a currently valid OMB control
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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
Employee Stock Option	\$ 1.75	10/05/2009		A		267,750		10/05/2010	10/05/2019	Abraxas Common Stock	267,750
Employee Stock Option	\$ 0.99							<u>(4)</u>	03/17/2019	Abraxas Common Stock	125,000
Employee Stock Option	\$ 3.6							08/28/2011	08/28/2017	Abraxas Common Stock	41,625
Employee Stock Option	\$ 4.59							09/13/2009	09/13/2015	Abraxas Common Stock	100,000
Employee Stock Option	\$ 0.65							11/22/2006	11/22/2012	Abraxas Common Stock	90,000
Employee Stock Option	\$ 2.21							09/17/2005	09/17/2011	Abraxas Common Stock	6,850
Employee Stock Option	\$ 0.66							09/17/2005	09/17/2011	Abraxas Common Stock	6,850
Employee Stock Option	\$ 0.66							03/23/2005	03/23/2011	Abraxas Common Stock	14,285
Employee Stock Option	\$ 4.83							03/23/2005	03/23/2011	Abraxas Common Stock	14,285
Employee Stock Option	\$ 4.83							03/23/2005	03/23/2011	Abraxas Common Stock	15,714

Employee Stock Option	\$ 0.66	03/23/2005	03/23/2011	Abraxas Common Stock	15,714
Employee Stock Option	\$ 0.66	05/26/2004	05/26/2010	Abraxas Common Stock	60,000
Employee Stock Option	\$ 1.38	05/26/2004	05/26/2010	Abraxas Common Stock	60,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WATSON ROBERT L G 18803 MEISNER DRIVE SAN ANTONIO, TX 78258			President/CEO	

Signatures

Robert L.G. 10/08/2009
Watson

__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).

- Received in exchange for 34,714 common units and 6,000 phantom units of Abraxas Energy Partners L.P. in connection with the merger
- (1) of Abraxas Energy Partners L.P into Abraxas Merger Sub LLC, wholly owned subsidiary of Abraxas Petroleum Corporation (the "Merger"). On the effective date of the Merger, the closing price of Abraxas Petroleum Corporation's common stock was \$1.75 per share.
 - (2) Received in the Merger in exchange for and employee unit option for 63,000 units of Abraxas Energy Partners, L.P.
 - (3) These securities and options vest over various time periods.
 - (4) Option vest at 25% per year beginning one year after grant.

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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