

POWDER RIVER BASIN GAS CORP
Form 10KSB/A
April 12, 2004

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

FORM 10-KSB/A-1

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2003

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934

For the transition period from _____ to _____

Commission file number 000-31945

POWDER RIVER BASIN GAS CORP.

(Name of small business issuer as specified in its charter)

104, 3208 8th Avenue NE
Calgary, Alberta T2A 7V8
(403) 263-4145

(Address of principal executive office & telephone number)

Colorado 84-1521645
(State of incorporation) (IRS Employer Identification #)

Securities registered under Section 12(b) of the Exchange Act: None

Securities registered under Section 12(g) of the Exchange Act:
Common Stock, \$.001 par value

Check whether the issuer (1) has filed all reports required to be
filed by Section 13 or 15(d) of the Securities Exchange Act of 1934
during the preceding 12 months (or for such shorter period that the
registrant was required to file such reports), and (2) has been
subject to such filing requirements for the past 90 days.

Yes No

Check if disclosure of delinquent filers in response to Item 405 of
Regulation SB is not contained in this form, and no disclosure will be
contained, to the best of registrant's knowledge, in definitive proxy
or information statements incorporated by reference in Part III of
this Form 10-KSB or any amendment to this Form 10-KSB

State issuer's revenues for the most recent fiscal year: \$0

The aggregate market value of the voting and non-voting common equity
held by non-affiliates computed by reference to the average bid and
asked price of such common equity, as of December 31, 2003 was
\$1,298,859.

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The current number of shares outstanding of Powder River Basin Gas Corporation common stock is 46,387,833 as of December 31, 2003.

This amended Form 10-KSB is being filed to include Exhibits 31 and 32, which were inadvertently omitted from our original 10KSB filing on March 30, 2004.

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the Registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

(Registrant):

Powder River Basin Gas Corporation

/s/ Brian D. Fox
Brian D. Fox, President

Date: April 12, 2004