

Armada Oil, Inc.
Form 3
January 30, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Unruh Ray L		(Month/Day/Year)	Armada Oil, Inc. [AOIL]	
(Last)	(First)	(Middle)	01/14/2014	
C/O ARMADA OIL, INC., Â 5220 SPRING VALLEY ROAD, SUITE 615			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
DALLAS, Â TX Â 75254			<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			Secretary	6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	750,000 ⁽¹⁾	D	Â
Common Stock	2,158,385 ⁽¹⁾	I	By Unruh & Unruh Properties Ltd ⁽²⁾
Common Stock	220,412 ⁽¹⁾	I	By Ray L. Unruh Profit Sharing Plan ⁽³⁾
Common Stock	89,920 ⁽¹⁾	I	By Ray L. Unruh Profit Sharing Plan ⁽³⁾

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Statutory Options	04/19/2013	04/01/2018	Common Stock	50,000 ⁽⁴⁾ \$ 0.4	D	Â
Option to Purchase Outstanding Common Stock	Â ⁽⁵⁾	06/01/2015	Common Stock	720,000 \$ 0.25	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Unruh Ray L C/O ARMADA OIL, INC. 5220 SPRING VALLEY ROAD, SUITE 615 DALLAS, TX 75254	Â X	Â	Â Secretary	Â

Signatures

/s/ Ray L. Unruh 01/30/2014

 Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

- Direct ownership includes 30,000 shares under a restricted stock grant which was assumed by the Issuer under an Asset Acquisition Agreement (the "Acquisition Agreement") between the Issuer and Mesa Energy Holdings, Inc. ("Mesa"). The grant was made under the
- (1) Issuer's 2012 Long-Term Incentive Plan and the shares are fully vested. The remaining shares represent shares of Issuer's common stock that were issued in exchange for shares of Mesa common stock pursuant to the Acquisition Agreement.
 - (2) Mr. Unruh is the President of the General Partner of Unruh & Unruh Properties Ltd. and has voting and investment control with respect to the shares held by this entity.
 - (3) Mr. Unruh is a trustee of Ray L. Unruh Profit Sharing Plan (the "Plan") and has voting and investment control with respect to the shares held by the Plan.
 - (4) The options were granted on April 19, 2013 and are fifty percent vested. The balance of the shares will be vested on April 19, 2014.
 - (5) This is an option to purchase outstanding common stock of the Issuer held by Randy Griffin and issued by Ray Unruh, pursuant to the agreement between the parties dated August 16, 2013.

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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