

CUNNINGHAM MASTON N  
 Form 4  
 December 21, 2009

**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 \*  
 CUNNINGHAM MASTON N

2. Issuer Name and Ticker or Trading Symbol  
 TRI VALLEY CORP [TIV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 4550 CALIFORNIA AVE #600  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/15/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 President & Chief Op Officer

BAKERSFIELD, CA 93309

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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SEC 1474  
 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount Number Shares	
			Code	V	(A)	(D)				
Stock Option - Right To Buy <sup>(1)</sup>	\$ 1.28						01/14/2009 <sup>(2)</sup>	01/14/2014	Common stock	100,000
Stock Option - Right To Buy <sup>(1)</sup>	\$ 1.1	05/15/2009	05/15/2009	A	100,000		05/15/2009 <sup>(3)</sup>	05/15/2014	Common stock	100,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CUNNINGHAM MASTON N 4550 CALIFORNIA AVE #600 BAKERSFIELD, CA 93309			President & Chief Op Officer	

## Signatures

MASTON N  
CUNNINGHAM  
12/21/2009

*\*\*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) Incentive stock option granted under Issuer's 2005 Stock Option Plan

(2) Vests 10,000 shares 1/14/09; 15,000 shares 6/30/09; 15,000 shares 12/31/09; 15,000 shares 6/30/10; 15,000 shares 12/31/10; 15,000 shares 6/30/11; and 15,000 shares 12/31/11, provided continuous employment with the issuer on the date of vesting

(3) Vests 10,000 shares 5/15/09; 15,000 shares 12/31/09; 15,000 shares 6/30/10; 15,000 shares 12/31/10; 15,000 shares 6/30/11; 15,000 shares 12/31/11; and 15,000 6/30/12, provided continuous employment with the issuer on the date of vesting

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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