GRAN TIERRA ENERGY, INC.

Form 4

December 16, 2008

Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

**OMB APPROVAL** 

Number:

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subject to Section 16. Form 4 or Form 5 obligations

if no longer

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

1(b).

(Print or Type Responses)

may continue.

See Instruction

1. Name and Address of Reporting Person \* Price John Scott Ward

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

Symbol

GRAN TIERRA ENERGY, INC. [GTE]

(Last) (First) (Middle)

3. Date of Earliest Transaction

X\_ Director 10% Owner Officer (give title Other (specify

C/O GRAN TIERRA ENERGY INC., 300, 611 10TH AVENUE

S.W.

4. If Amendment, Date Original

(Instr. 8)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

(Month/Day/Year)

12/15/2008

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

CALGARY, A0 T2R 0B2

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership

(Instr. 4)

(A)

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

(Month/Day/Year)

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of		6. Date Exercisable and		7. Title and Amount	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	iorDerivative		Expiration Date		Underlying Securitie	
Security	or Exercise		any	Code	Securities		(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A	A) or				
	Derivative				Disposed of	f (D)				
	Security				(Instr. 3, 4,	and				
					5)					
				Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Stock Option (rt to Buy)	\$ 2.51	12/15/2008		A	225,000		12/15/2009(1)	12/15/2018	Common Stock	225,

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Price John Scott Ward C/O GRAN TIERRA ENERGY INC. 300, 611 10TH AVENUE S.W. CALGARY, A0 T2R 0B2



## **Signatures**

Martin Eden, Attorney-In-Fact

\*\*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) Stock option shall vest and become exercisable is 3 equal consecutive annual installments commencing on the first, second and third anniversary of the vesting commencement date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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