

WEATHERLY B F
Form 4/A
October 07, 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 *
WEATHERLY B F

2. Issuer Name and Ticker or Trading Symbol
CALLON PETROLEUM CO [CPE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
200 NORTH CANAL STREET

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/16/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Vice President/ CFO

NATCHEZ, MS 391203212

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
11/19/2007

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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			
Common Stock	11/16/2007	11/16/2007	C	V 563 ⁽¹⁾ A \$ 15.85	22,264	I	Jt. Ten. with Spouse
Common Stock	11/16/2007		C	V 11,250 A \$ 15.85	33,514	I	Jt. Ten. with Spouse
Common Stock	11/16/2007		F	V 3,539 D \$ 15.85	29,975	I	Jt. Ten. with Spouse
Common Stock					460	I	401(k) Account

Common Stock	2,288	I	(2) IRA Account
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Security (Instr. 3 and 4)	Amount or Number of	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	of
2006 Restricted Shares	\$ 15.93	11/16/2007		C	V 11,250	11/16/2007 ⁽³⁾	11/16/2010	Common Stock	1
2004 Performance Shares	\$ 13.82					05/05/2005 ⁽⁴⁾	07/14/2014	Common Stock	10
Stock Option (Right to Buy)	\$ 9.47					11/29/1998	05/29/2008	Common Stock	5
Stock Option (Right to Buy)	\$ 10.97					10/30/1999	04/30/2009	Common Stock	5
Stock Option (Right to Buy)	\$ 13.56					11/10/2000	05/10/2010	Common Stock	5
Stock Option (Right to Buy)	\$ 10.5					01/25/2001	07/25/2010	Common Stock	20
Stock Option (Right to Buy)	\$ 11.61					11/05/2001	05/04/2011	Common Stock	5
	\$ 12.4					11/08/2004	05/06/2014		5

Stock Option (Right to Buy)					Common Stock
Stock Option (Right to Buy)	\$ 13.71		11/05/2005	05/05/2015	Common Stock
Stock Options (Right to Buy)	\$ 5.12		11/03/2003	05/02/2013	Common Stock
Stock Option (Right to Buy)	\$ 6.05		11/09/2002	05/08/2012	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEATHERLY B F 200 NORTH CANAL STREET NATCHEZ, MS 391203212	X		Executive Vice President/ CFO	

Signatures

By: Robert A. Mayfield as
Attorney-in-fact for

11/19/2007

__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) These shares were omitted from the reporting person's original Form 4 and also omitted from nine (9) Form 4's filed by the reporting person subsequent to the filing date of the original Form 4.

The number of shares reported is calculated by dividing the total market value of the reporting person's account balance within the Callon

(2) Petroleum Company Employee Savings and Protection Plan (401(k) Plan) on the day prior to this Form 4 reporting date by the closing market price per share on that day.

(3) Restricted shares awarded November 16, 2006. Vesting will occur 25% on each anniversary date beginning on November 16, 2007.

(4) Performance Stock awarded July 14, 2004. These shares vest in five equal annual installments beginning on July 14, 2005.

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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