

Herlin Robert S
Form 4
June 20, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
Herlin Robert S

2. Issuer Name and Ticker or Trading Symbol
EVOLUTION PETROLEUM CORP
[EPM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2500 CITY WEST BLVD., SUITE 1300

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/16/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

HOUSTON, TX 77042

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 (A) or (D) Price		
Common Stock	06/16/2011		S		2,855 (1) \$ 7.01	D	

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)

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Herlin Robert S 2500 CITY WEST BLVD. SUITE 1300 HOUSTON, TX 77042	X	X	President and CEO	

Signatures

/s/ Robert S
Herlin

06/19/2011

**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) Pursuant to 10b5-1 sales trading plan to sell shares to cover tax liabilities as restricted stock vests.

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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Strong Cash Flow Allows for Rapid Debt Repayment

Note: Based on Wall Street case and Company estimates for Guidant's business.

Strong Credit Profile

	BSC LTM 9/30/05	Pro Forma LTM 3/31/06	Pro Forma LTM 12/31/08
Gross Debt / EBITDA	1.6x	3.8x	1.6x
Net Debt / EBITDA	1.0x	3.5x	1.3x
Gross Debt / Capitalization	39%	41%	27%
Net Debt / Capitalization	25%	36%	21%
FFO / Gross Debt	66%	13%	56%

The combined entity's cash flow generation capabilities support investment grade credit rating.

Note: Based on Wall Street case and Company estimates for Guidant's business.

Shareholder Value Creation

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Shareholder Value Creation

Diversification and growth profile should deliver P/E multiple expansion

Our goal is to exceed Wall Street current earnings consensus

Roadmap to Completing the Transaction

Completed confirmatory due diligence

Discussions with antitrust agencies

Discussions with rating agencies

Definitive divestiture agreement with Abbott

Definitive merger agreement delivered to Guidant

Boston Scientific and Guidant enter into a definitive agreement in January

Anti-trust filings and approvals

Boston Scientific and Guidant shareholder votes in Q1 2006

Transaction expected to close in Q1 2006

Key Value Drivers of the Combination

Paul LaViolette

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Key Value Drivers

Achieving enhanced growth and diversification

Acquiring a leading CRM position

Adding a second drug-eluting stent program

Transforming operating capabilities

Achieving Enhanced Diversification and Higher Growth

**Boston Scientific
Sales Breakdown**

[CHART]

**Combined
Pro Forma Sales Breakdown**

[CHART]

Preeminent pure play in medical devices

Source: BSC Management estimates. Figures shown assume 2006 full year of combined operation, adjusted for planned Guidant asset divestitures.

Key Value Drivers
Acquiring Leading Business in High Growth CRM Segment

Worldwide Sales
(\$ billions)

[CHART]

	Forecasted 06 08 CAGR
Total	12%
ICDs	10%
CRT-Ds	23%
Pacemakers	3%

Source: Wall Street Research.

Key Value Drivers
CRM Market Position Recovery Goals

[CHART]

Source: Company estimates.

CRM Recovery Drivers

Team strength and retention

Quality and regulatory status

CRM pipeline

Market perception

Key Value Drivers
Adding Second DES Platform into Growing Market

Worldwide DES Market Size

[CHART]

Source: Company estimates.

Key Value Drivers
Growth Through DES Platform Diversification

[GRAPHIC]

TAXUS position
Pipeline
Primary program

[GRAPHIC]

Immediate access
Differentiated platforms
Olimus alternative

TECHNOLOGY PORTFOLIO

Creating a Global Leader in Cardiovascular Devices

2006 Est. Cardiovascular Device Sales

[CHART]

Note: BSC-Guidant based on Wall Street Case and Company estimates, reflecting full year of combined operation adjusted for planned Guidant asset divestitures. All others based on Wall Street Research.

Transforming Operating Capabilities

Technology

Sales

International

Operations

Efficiencies

Therapies

Creating The World's Largest Cardiovascular Device Company

Boston Scientific and Guidant Combination

Merges two innovative leaders with proven track records

Leverages strong financial capability to diversify into high growth CRM opportunity and complementary DES technology

Strategic and financial diversification

Multiple growth engines in attractive segments CRM, neuromodulation, interventional vascular (DES) and endosurgery

Combined 2007 (first full year) expected to achieve \$10 billion in sales, growing on average 12% per year to approximately \$16 billion by 2011(1)

Expected bottom-line CAGR to exceed 20% through 2011

(1) *Based on Wall Street case and Company estimates for Guidant's business.*

Excited About Moving Forward

We look forward to the Guidant Board embracing our proposal this week.

We believe we can close this transaction by the end of Q1.

We believe this combination will be an historic one benefiting shareholders, employees, customers and their patients.

We are enthusiastic about welcoming the Guidant employees to the Boston Scientific family.

[LOGO]
