

CALLON PETROLEUM CO  
Form 10-K/A  
January 05, 2012

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
Form 10-K/A  
Amendment No. 2

- Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 For the fiscal year ended December 31, 2010
- or
- Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 For the transition period from\_\_\_\_ to\_\_\_\_

Commission File Number 001-14039  
CALLON PETROLEUM COMPANY  
(Exact name of registrant as specified in its charter)

|  |  |
|--|--|
| Delaware<br>(State or other jurisdiction of incorporation or organization)                 | 64-0844345<br>(I.R.S. Employer Identification No.) |
| 200 North Canal Street<br>Natchez, Mississippi<br>(Address of principal executive offices) | 39120<br>(Zip Code)                                |

601-442-1601  
(Registrant's telephone number, including area code)

|   |   |
|---|---|
| Securities registered pursuant to Section 12(b) of the Act: |   |
| Title of each class:<br>Common Stock, \$.01 par value       | Name of each exchange on which registered:<br>New York Stock Exchange |

Securities registered pursuant to section 12 (g) of the Act: None

Indicate by check mark whether the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

Indicate by check mark whether the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes  No

Indicate by check mark whether registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

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Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes

No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrants knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act (check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes

No

The aggregate market value of the voting and non-voting common equity stock held by non-affiliates of the registrant was \$165.3 million as of June 30, 2010.

As of March 3, 2011, 39,105,130 shares of the Registrant's common stock, par value \$.01 per share, were outstanding.

Documents Incorporated by Reference

Portions of the definitive Proxy Statement of Callon Petroleum Company (to be filed no later than 120 days after December 31, 2010) relating to the Annual Meeting of Stockholders to be held on May 12, 2011, which are incorporated into Part III of this Form 10-K.

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EXPLANATORY NOTE

We filed our Annual Report on Form 10-K for the year ended December 31, 2010 on March 15, 2011 (the “Original Report”). On March 18, 2011, we filed an Amendment No. 1 on Form 10-K/A (“Amendment No. 1”) to the Original Report solely to revise Exhibit 99.1 and include the consent of Huddleston & Co., Inc. We are filing this Amendment No. 2 on Form 10-K/A (“Amendment No. 2”) because Amendment No. 1 inadvertently omitted the signature of a duly authorized representative and the certifications as specified in Exchange Act rules 13a-14(a) or 15d-14(a). We have made no further changes to the Original Report, as amended by Amendment No. 1. This Amendment No. 2 also includes the revised Exhibit 99.1 filed as an exhibit to Amendment No. 1 and includes the consent of Huddleston & Co., Inc. This Amendment No. 2 does not reflect events occurring after the filing of Amendment No. 1, nor does it modify or update the disclosures and information contained in Amendment No. 1 in any way other than described in this paragraph. Accordingly, this Amendment No. 2 should be read in conjunction with the Original Report, as amended by Amendment No. 1, and our other filings with the SEC subsequent to the filing of the Original Report.

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Part IV.

Item 15. Exhibits and Financial Statement Tables

| Exhibit | Description   |
|---------|---|
| 23      | Consents of Experts and Counsel   |
| 23.3    | Consent of Huddleston & Co., Inc.   |
| 31      | Rule 13a-14(a) Certifications   |
| 31.1    | Certification of Chief Executive Officer pursuant to Rule 13(a)-14(a)             |
| 31.2    | Certification of Chief Financial Officer pursuant to Rule 13(a)-14(a)             |
| 99      | Additional Exhibits   |
| 99.1    | Reserve Report Summary Prepared by Huddleston & Co., Inc. as of December 31, 2010 |

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, Callon Petroleum Company has duly caused this Amendment No. 2 to be signed on its behalf by the undersigned, thereunto duly authorized.

Callon Petroleum Company  
Registrant

By: /s/ B.F. Weatherly  
Name: B.F. Weatherly  
Executive Vice President and Chief Financial  
Title: Officer

January 5, 2012