

PANHANDLE OIL & GAS INC
Form 4
April 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 *
ROBOTTI ROBERT

2. Issuer Name and Ticker or Trading Symbol
PANHANDLE OIL & GAS INC [PHX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
110 EAST 42ND STREET, SUITE 1100

3. Date of Earliest Transaction (Month/Day/Year)
01/02/2008

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

(Street)
NEW YORK, NY 10017

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Class A Common Stock, \$0.0166 Par Value	01/02/2008		J ⁽¹⁾		10,896	D	\$ 25.63 ⁽²⁾
					693,455	I	⁽³⁾ <u>(4)</u> <u>(5)</u> <u>(6)</u>
							See Footnote <u>(7)</u>

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

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SEC 1474 (9-02)

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROBOTTI ROBERT 110 EAST 42ND STREET SUITE 1100 NEW YORK, NY 10017	X			

Signatures

/s/ Robert E. Robotti 04/21/2009

**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) On January 2, 2008, an aggregate of 10,896 shares of the Class A Common Stock, \$0.0166 par value, were distributed to certain partners who withdrew from The Ravenswood Investment Company, L.P.
- (2) Price per share upon distribution.
- (3) This amount includes 5,340 shares of the Class A Common Stock, \$0.0166 par value (the "Common Stock") directly owned by Robotti & Company, Incorporated ("ROBT").
- (4) This amount includes 441,131 shares of the Common Stock directly owned by The Ravenswood Investment Company, L.P. ("RIC") and beneficially owned by its partners.
- (5) This amount includes 228,984 shares of the Common Stock directly owned by Ravenswood Investments III, L.P. ("RI") and beneficially owned by its partners.
- (6) This amount includes 18,000 shares of the Common Stock owned by Suzanne Robotti ("Su Robotti"), wife of Robert Robotti ("Robotti").
- (7) Mr. Robotti may be deemed to beneficially own (solely for the purpose of Rule 16a-1(a)(2) under the Securities Exchange Act of 1934, as amended ("Exchange Act")) the shares of the Common Stock set forth in footnotes 3-6 above through his proportionate ownership of

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ROBT, as a managing member of Ravenswood Management Company, L.L.C., which serves as the general partner of RIC and RI, and through his marriage to Su Robotti. Mr. Robotti disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

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.