

CARROLL JONATHAN P
Form 4/A
February 17, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
CARROLL JONATHAN P

2. Issuer Name and Ticker or Trading Symbol
BLUE DOLPHIN ENERGY CO [BDCO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2012

___ Director ___X___ 10% Owner
___X___ Officer (give title below) ___ Other (specify below)
CEO & President

C/O BLUE DOLPHIN ENERGY COMPANY, 801 TRAVIS STREET, SUITE 2100

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
02/17/2012

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

HOUSTON, TX 77002

(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	(A) or (D)	Price
Common Stock	03/17/2009		P		142	A	\$ 2.38
Common Stock	02/15/2012		J ⁽¹⁾		8,393,560	A	\$ 8.71
							142
							8,393,702
							D
							I
							Lazarus Energy Holdings.LLC

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

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