

MV Oil Trust
Form 4
January 24, 2007

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 *
MV Energy LLC

(Last) (First) (Middle)
250 N. WATER, SUITE 300
(Street)
WICHITA, KS 67202
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MV Oil Trust [MVO]

3. Date of Earliest Transaction (Month/Day/Year)
01/24/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing (Check Applicable Line)
X 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	Price (A) or (D)	
Trust Units	01/24/2007		S ⁽¹⁾		281,250	D \$ 18.7	1,718,750 D
Trust Units	01/24/2007		S ⁽¹⁾		281,250	D \$ 18.7	1,718,750 I By VAP-I, LLC ⁽²⁾
Trust Units	01/24/2007		S ⁽¹⁾		7,500,000	D \$ 18.7	0 I By MV Partners, LLC ⁽³⁾

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

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number.

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 Beneficially Owned Following Reported Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MV Energy LLC 250 N. WATER, SUITE 300 WICHITA, KS 67202		X		

Signatures

/s/ David L. Murfin 01/24/2007

**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) In connection with the initial public offering of MV Oil Trust, MV Partners, LLC, MV Energy, LLC and VAP-I, LLC sold 7,500,000, 281,250 and 281,250 Trust Units to the underwriters thereof, respectively, at \$18.70 per Trust Unit.
- (2) VAP-I, LLC is 69.9% owned by MV Energy, LLC, which is also its managing member. MV Energy, LLC may be deemed the beneficial owner of the VAP-I, LLC Trust Units. MV Energy, LLC disclaims beneficial ownership of the Trust Units held by VAP-I, LLC, except to the extent of its pecuniary interest therein and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
- (3) MV Partners, LLC is 50% owned by MV Energy, LLC, which is also its managing member. MV Energy, LLC may be deemed the beneficial owner of the MV Partners, LLC Trust Units. MV Energy, LLC disclaims beneficial ownership of the Trust Units held by MV Partners, LLC, except to the extent of its pecuniary interest therein and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

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.