

Rothstein Bruce M
Form 4
December 10, 2010

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 *
Sherwood Energy, LLC

(Last) (First) (Middle)

1221 LAMAR STREET, SUITE
1001

(Street)

HOUSTON, TX 77010

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GeoMet, Inc. [GMET]

3. Date of Earliest Transaction
(Month/Day/Year)
12/08/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
__X__ 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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---|------------------------------------|------------------|------------|--|------|---|-----|-----|---------------------|--------------------|-----------------|-------------------------------------|
| Series A Convertible Redeemable Preferred Stock | \$ 1.3 ⁽¹⁾ | 12/08/2010 | S | 10,000 | | | | | ⁽²⁾ | ⁽²⁾ | Common Stock | 76,923 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Sherwood Energy, LLC 1221 LAMAR STREET, SUITE 1001 HOUSTON, TX 77010 | | X | | |
| Rothstein Bruce M 800 WESTCHESTER AVENUE, SUITE 617 NORTH RYE BROOK, NY 10573 | | X | | |
| McDermott Paul G 800 WESTCHESTER AVENUE, SUITE 617 NORTH RYE BROOK, NY 10573 | | X | | |

Signatures

| | |
|---|------------|
| Sherwood Energy, LLC, By: Michael Y. McGovern, President | 12/10/2010 |
| __Signature of Reporting Person | Date |
| Bruce M. Rothstein | 12/10/2010 |
| __Signature of Reporting Person | Date |
| Paul G. McDermott | 12/10/2010 |
| __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) The A Convertible Redeemed Preferred Stock (the "Preferred Stock") is entitled to be converted by the holder thereof into a number of shares of common stock determined by dividing (i) the sum of (A) \$10.00 plus (B) accrued but unpaid dividends by (ii) the conversion price, which is initially \$1.30. Each share of Preferred Stock is initially convertible into 7.692308 shares of common stock. The conversion price and resulting number of shares of common stock issued upon conversion of Preferred Stock will be adjusted to reflect stock splits and similar events and will be entitled to anti-dilution adjustments for any dividends paid on common stock in cash or in common stock, the issuance of additional equity securities at a price less than the conversion price on a weighted average basis, and the

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occurrence of certain material corporate transactions at a per share valuation less than the conversion price.

- (2) The Preferred Stock is convertible at any time, at the holder's election, and is redeemable on or after September 14, 2018, at the holder's election.

Cadent Energy Partners II, L.P. ("Cadent II"), the majority owner of Sherwood Energy, LLC ("Sherwood"), Cadent Energy Partners II-GP, L.P. ("Cadent II GP"), the sole general partner of Cadent II, CEP II-GP, LLC ("CEP"), the sole general partner of Cadent II GP,

- (3) Cadent Energy Partners, LLC, the sole owner of CEP and Paul McDermott and Bruce Rothstein, controlling persons of CEP, are indirect beneficial owners of the reported securities. The reporting persons disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that the reporting persons are the beneficial owners of the reported securities 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.

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