

VAALCO ENERGY INC /DE/
Form 4
March 23, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
1818 FUND II LP

2. Issuer Name and Ticker or Trading Symbol
VAALCO ENERGY INC /DE/ [EGY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/17/2005

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

C/O BROWN BROTHERS HARRIMAN & CO., 140 BROADWAY

(Street)

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

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

NEW YORK, NY 10005

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/17/2005		C		18,334,250	A	(2) 31,263,441
Common Stock	03/17/2005		X		4,635,244	A	(3) 35,898,685
Common Stock	03/22/2005		J(1)		35,898,685	D	\$ 3.85 0

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Preferred Stock	(2)	03/17/2005		C	6,667	(4) (5)	Common Stock 18,334,250
Warrants	(3)	03/17/2005		X	7,500,000	(4) 06/10/2007	Common Stock 4,635,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

1818 FUND II LP
C/O BROWN BROTHERS HARRIMAN & CO.
140 BROADWAY
NEW YORK, NY 10005

X

Signatures

/s/ Lawrence C. Tucker, General Partner

03/23/2005

**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) Sale of Common Stock pursuant to a registration statement filed by Vaalco Energy, Inc. with the Securities and Exchange Commission on December 27, 2004.
- (2) 6,667 shares of Preferred Stock were converted into 18,334,250 shares of Common Stock for no additional consideration in accordance with the terms of the Preferred Stock.
- (3) The exercise price of \$0.50 per share was paid by the forfeiture in accordance with the terms of the Warrants of an aggregate of 614,755 Warrants with respect to shares of Common Stock.
- (4) Immediate.
- (5) Not applicable.

Remarks:

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The 1818 Fund II, L.P.

By: Brown Brothers Harriman & Co., its general partner

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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