

# UNITED STATES SECURITIES AND EXCHANGE **COMMISSION**

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OMB APPROVAL OMB 3235-0104 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)								
1. Name and Address of Reporting Person *- Ciardiello Matthew Ryan  (Last) (First) (Middle) 1775 SHERMAN ST, STE 1950  (Street)  DENVER, CO 80203		2. Date of Event Requiring Statement (Month/Day/Year) 10/31/2014		3. Issuer Name and Ticker or Trading Symbol MAGELLAN PETROLEUM CORP /DE/ [MPET]				
				Check Director Officer (g)	all applicable)  ve Other (spec	Filing(Che		
				le below)	below)  Treasurer, Secreta	_X_ Form file		
				(City) (State) (2	Zip)	Tab	le I - Non	-Derivati
1. Title of Security (Instr. 4)						ature of Indirect Beneficial nership tr. 5)		
	ho respond ed to respo	d to the colle nd unless th	ction of ir e form dis	nformation splays a co	contained in turrently valid O	his form are MB control	SEC 1473 (7-02) securities)	
1. Title of Derivative Security (Instr. 4)	2. Date Exe	Date Exercisable and piration Date onth/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date	Title	Amount o Number o Shares		Security: Direct (D) or Indirect (I) (Instr. 5)		
Employee Stock Option (right to buy)	<u>(1)</u>	04/25/2021	Common Stock	250,000	\$ 2.41	D		
Employee Stock Option (right to buy)	(2)	07/24/2022	Common Stock	50,000	\$ 1.14	D		
	(2) (3)	07/24/2022 07/01/2023	Common Stock Common Stock		\$ 1.14 \$ 1.05	D D		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Ciardiello Matthew Ryan 1775 SHERMAN ST, STE 1950 DENVER, CO 80203			VP - CFO, Treasurer, Secretary			

### **Signatures**

Matthew Ryan Ciardiello	11/04/2014
**Signature of Reporting Person	Date

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 5(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).
- The options became vested and exercisable pursuant to the following vesting schedule: (1) one-third (83,333 options) vested on April 25, 2012, (2) one-third (83,333 options) vested on April 25, 2013, and (3) the final one-third (83,334 options) vested on April 25, 2014.
- The options are subject to the following vesting schedule, based on continuing employment: (1) one-third (16,667 options) vested on (2) July 24, 2013, (2) one-third (16,667 options) vested on July 24, 2014, and (3) the final one-third (16,666 options) are scheduled to vest on July 24, 2015.
- The options are subject to the following vesting schedule, based on continuing employment: (1) one-third (50,000 options) vested on (3) July 1, 2014, (2) one-third (50,000 options) are scheduled to vest on July 1, 2015, and (3) the final one-third (50,000 options) are scheduled to vest on July 1, 2016.
  - Of the 75,000 stock options, 50,000 are target stock price options. The target stock price options become exercisable, subject to ongoing employment, if, at the end of any period of 90 trading days (a "Window"), (A) the closing price of one share of the Company's common
- (4) stock as reported by NASDAQ (the "Closing Price") on each of the first ten (10) trading days of a Window equals or exceeds \$2.35 per share, and (B) the median of the Closing Price for the Company's common stock during such Window is equal to or exceeds \$2.35 per share.
- Of the 75,000 stock options awarded, 50,000 are operational performance goal options that became exercisable upon the Company achieving certain operational performance goals as follows: (A) 10% (5,000 options) vested and became exercisable upon completion of the drilling of the Company's CO2-EOR pilot program; (B) 20% (10,000 options) vested and became exercisable upon the sale of substantially all Amadeus Basin assets at Board approved prices and terms; (continued in footnote 6)
  - and (C) 20% (10,000 options) vested and became exercisable upon the Company having the ability to participate in the drilling of at least one well in the Weald Basin along with Celtique Energie with internally developed funding. The reporting person also beneficially owns operational performance goal options to purchase 25,000 shares of common stock at an exercise price of \$1.03 per share, the
- (6) vesting and exercisability of which remain subject to certain operational performance goal conditions (other than the passage of time and continued employment) that are not tied to the market price of the issuer's securities, and thus, based on an interpretive position by the staff of the Securities and Exchange Commission, do not constitute reportable derivative securities for purposes of Section 16 of the Securities Exchange Act of 1934 until such operational performance goal conditions are satisfied.

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.