

ZAMBER RONALD
Form 5
May 03, 2011

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
ZAMBER RONALD

2. Issuer Name and Ticker or Trading Symbol
VICTORY ENERGY CORP
[VYEV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2009

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

20341 IRVINE AVENUE, #D-6

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

NEWPORT BEACH, CA 92660

(City) (State) (Zip)

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) (A) or (D) Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|--|
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|--|

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

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SEC 2270 (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 (Instr. 3) | 2. Conversion or Exercise Price of | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|

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| | Derivative Security | | | | Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Ar Nu Sh |
|----------|---------------------|------------|---|---|---|-----|------------------|-----------------|--------------|----------------|
| | | | | | (A) | (D) | | | | |
| Warrants | \$ 0.25 | 03/31/2009 | Â | A | 356,000 | Â | 03/31/2009 | 03/27/2024 | Common Stock | 3 |
| Warrants | \$ 0.25 | 06/30/2009 | Â | A | 80,000 | Â | 06/30/2009 | 06/26/2024 | Common Stock | |
| Warrants | \$ 0.25 | 09/30/2009 | Â | A | 15,200 | Â | 09/30/2009 | 09/29/2024 | Common Stock | |
| Warrants | \$ 0.25 | 12/31/2009 | Â | A | 97,469 | Â | 12/31/2009 | 12/27/2024 | Common Stock | |
| Warrants | \$ 0.01 | 12/31/2009 | Â | A | 1,200,000 | Â | 12/31/2009 | 12/30/2013 | Common Stock | 1, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ZAMBER RONALD 20341 IRVINE AVENUE, #D-6 NEWPORT BEACH, CA 92660 | Â X | Â | Â | Â |

Signatures

/s/ Edgar Trotter 05/03/2011

**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) Securities awarded to James Capital Consulting, LLC for services.
The securities are owned by James Capital Consulting, LLC. The reporting person holds a 50% interest in James Capital Consulting, LLC
 - (2) and is also the managing member. Reporting person disclaims beneficial ownership in the securities except to the extent of his pecuniary interest therein.
Warrants awarded for Mr. Zamber's service on the board of directors. Under the directors' compensation program, each board member
 - (3) earns 100,000 Warrants per month, which are awarded at the end of the fiscal year. The directors receive no other compensation for their service on the board.

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