

WATSON ROBERT L G  
 Form 4  
 March 18, 2011

**FORM 4**

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

OMB APPROVAL

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**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 \*  
 WATSON ROBERT L G

2. Issuer Name and Ticker or Trading Symbol  
 ABRAXAS PETROLEUM CORP  
 [AXAS]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 18803 MEISNER DRIVE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/15/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 President/CEO

SAN ANTONIO, TX 78258

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

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

(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 Ownership (Instr. 4)
			Code	V	Amount (D) Price		
Abraxas Petroleum Common Stock	03/15/2011		A		3,696 \$ 4.72	1,166,631	D

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Employee Stock Option	\$ 4.72	03/15/2010		A	60,000	03/15/2012 <sup>(1)</sup>	03/15/2021	Abraxas Petroleum Common Stock	60,000
Employee Stock Option	\$ 2.09					03/16/2011	03/16/2020	Abraxas Common Stock	90,000
Employee Stock Option	\$ 0.99					03/17/2010	03/17/2019	Abraxas Common Stock	125,000
Employee Stock Option	\$ 1.75					10/05/2010	10/05/2019	Abraxas Common Stock	267,000
Employee Stock Option	\$ 3.6					08/28/2011	08/28/2017	Abraxas Common Stock	41,000
Employee Stock Option	\$ 4.59					09/13/2009	09/13/2015	Abraxas Common Stock	100,000
Employee Stock Option	\$ 0.65					11/22/2006	11/22/2012	Abraxas Common Stock	90,000
Employee Stock Option	\$ 2.21					09/17/2005	09/17/2011	Abraxas Common Stock	6,000
Employee Stock Option	\$ 0.66					09/17/2005	09/17/2011	Abraxas Common Stock	6,000
Employee Stock Option	\$ 0.66					03/23/2005	03/23/2011	Abraxas Common Stock	14,000
Employee Stock	\$ 4.83					03/23/2005	03/23/2011	Abraxas Common	14,000

