Edgar Filing: Approach Resources Inc - Form 4

Approach Re	esources Inc										
Form 4 May 20, 200	R										
May 29, 2008							OMB A	OMB APPROVAL			
FORM 4UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549Check this box if no longer subject to 							OMB Number:	3235-0287			
							Expires: Estimated burden hou response	urs per			
(Print or Type]	Responses)										
Yorktown V CO LLC Symbol			nbol					5. Relationship of Reporting Person(s) to Issuer			
			Approach Resources Inc [AREX]				(Check all applicable)				
(Month/E			Date of Earliest 2 onth/Day/Year) 27/2008	-				Director _X_ 10% Owner Officer (give title Other (specify below)			
	(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				
NEW YORK, NY 10022				Pe				Person			
(City)	(State)	(Zip)	Table I - Non-	Derivative S	ecuritie	es Acq	uired, Disposed o	f, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/	Code	4. Securitie ion(A) or Disp (Instr. 3, 4	posed of		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 Beneficial Ownership (Instr. 4)		
Common Stock, par value \$0.01 per share	05/27/2008		Code V J <u>(1)</u>	7 Amount 940,979 (2)		Price \$ 0	6,723,913 (2) (3)	I	By Yorktown Energy Partners V, L.P.		

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

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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. Transactio Code (Instr. 8)	5. 6. Date Exercisable and onNumber Expiration Date of (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date	Amou Unde Secur	le and int of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Addre	SS	Relationships						
	Director	10% Owner	Officer	Other				
Yorktown V CO LLC 410 PARK AVENUE 19TH FLOOR NEW YORK, NY 10022		Х						
Signatures								
/s/ Robert A. Signorino	05/29/2008							
<u>**</u> 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) Pro rata distribution from Yorktown Energy Partners V, L.P., of which the reporting entity is the general partner.
- (2) The reporting entity disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for Section 16 or any other purpose.
- (3) Includes 13,906 shares received by the reporting entity which the reporting entity owns directly. Simultaneous with the reported pro rata distribution from Yorktown Energy Partners V, L.P., the reporting entity distributed these directly owned shares to its members.

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.