Macey Gerald Joseph Form 4 March 10, 2011

#### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

Number:

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may continue.

See Instruction

if no longer

subject to

Check this box

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(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \*

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

Macey Gerald Joseph

GRAN TIERRA ENERGY, INC.

(Check all applicable)

[GTE]

3. Date of Earliest Transaction

(Month/Day/Year)

03/09/2011

X\_ Director 10% Owner Officer (give title Other (specify

C/O GRAN TIERRA ENERGY

(Street)

(First)

INC., 300, 625 11TH AVENUE SW

(Middle)

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

4. If Amendment, Date Original

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

CALGARY, A0 T2R 0E1

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion 3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if TransactionDerivative

5. Number of

6. Date Exercisable and **Expiration Date** 

7. Title and Amount of Underlying Securities

#### Edgar Filing: Macey Gerald Joseph - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8	· 1	red (A) bosed of	(Month/Day/Year)		(Instr. 3 and 4)	
				Code '	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Option (Rt to Buy)	\$ 8.4	03/09/2011		A	20,00	00	03/09/2012(1)	03/08/2021	Common Stock	20,000

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Macey Gerald Joseph C/O GRAN TIERRA ENERGY INC. 300, 625 11TH AVENUE SW CALGARY, A0 T2R 0E1	X						

## **Signatures**

/s/Sonya Messner, Attorney-In-Fact 03/10/2011

\*\*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) The option shares shall vest in three equal consecutive annual installments commencing on March 9, 2012 until fully vested.

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.

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