

Black David
Form 4
February 15, 2012

FORM 4 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).

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 *
Black David

2. Issuer Name and Ticker or Trading Symbol
Gevo, Inc. [GEVO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O CDP GEVO, LLC, 3811
TURTLE CREEK BLVD., SUITE
750

3. Date of Earliest Transaction
(Month/Day/Year)
02/13/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Upstream Business Dev.

(Street)

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

DALLAS, TX 75219

(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)
				(A) or (D) Code V Amount Price			
Common Stock	02/13/2012		X	8,152 A \$ 2.7	8,152	I	By LLC ⁽¹⁾
Common Stock	02/13/2012		S ⁽²⁾	2,361 D \$ 9.326	5,791	I	By LLC ⁽¹⁾
Common Stock	02/13/2012		S ⁽³⁾	5,791 D \$ 10 0		I	By LLC ⁽¹⁾

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. 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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Warrants (right to buy)	\$ 2.7	02/13/2012		X	8,152	09/21/2009 09/21/2016	Common Stock	8,152

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Black David C/O CDP GEVO, LLC 3811 TURTLE CREEK BLVD., SUITE 750 DALLAS, TX 75219			EVP, Upstream Business Dev.	

Signatures

/s/ Brett Lund, Attorney-in-Fact 02/14/2012

**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 shares of common stock were issued to CDP Gevo, LLC. CDP Gevo, LLC is beneficially owned 50% by David Black and 50% by Michael Slaney, each of whom may be held to have voting and dispositive power over 100% of the shares held by CDP Gevo, LLC. The reporting person disclaims beneficial ownership of shares held by CDP Gevo, LLC except to the extent of his pecuniary interest therein.
- (2) On February 13, 2012, CDP Gevo, LLC exercised a warrant to purchase 8,152 shares of the Issuer's common stock for \$2.70 per share. CDP Gevo, LLC paid the exercise price on a cashless basis, resulting in the Issuer's withholding of 2,361 of the warrant shares to pay the exercise price and issuing to CDP Gevo, LLC the remaining 5,791 shares. The Issuer also paid a negligible amount to CDP Gevo, LLC in lieu of a fractional share.
- (3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 14, 2011.

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- This warrant was issued to CDP Gevo, LLC. CDP Gevo, LLC is beneficially owned 50% by David Black and 50% by Michael Slaney,
- (4) each of whom may be held to have voting and dispositive power over 100% of the shares held by CDP Gevo, LLC. The reporting person disclaims beneficial ownership of shares held by CDP Gevo, LLC except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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