

ANDERSON DON C  
Form 4  
February 22, 2005

**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 \*  
ANDERSON DON C

2. Issuer Name and Ticker or Trading Symbol  
US ENERGY CORP [USEG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
PO BOX 680, 267 ST MORITS  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/21/2005

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

MIDWAY, UT 84049  
  
(City) (State) (Zip)

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

**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)  | Price   |  |                                   |
| U.S. Energy Common Stock        | 02/21/2005                           |  | J                              | 1,672   | <u>A</u><br>(1) \$ 0  | 38,979   | D                                 |
| U.S. Energy Common Stock        | 02/21/2005                           |  | J                              | 1,432   | <u>A</u><br>(2) \$ 0  | 40,411   | D (3) (4)                         |

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) |                          |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                    | Amount or Number of Shares |
| Director Option 1 (Right to Buy)           | \$ 2.88  |                                      |  |                                |   | 12/04/1998   | 09/24/2008  | U.S. Energy Common Stock | 12,500                     |
| Director Option 2 (Right to Buy)           | \$ 2.4   |                                      |  |                                |   | 01/10/2001   | 01/09/2011  | U.S. Energy Common Stock | 10,000                     |
| Director Option 3 (Right to Buy)           | \$ 3.9   |                                      |  |                                |   | 12/07/2001   | 12/07/2011  | U.S. Energy Common Stock | 20,000                     |
| Director Option 4 (Right to Buy)           | \$ 2.25  |                                      |  |                                |   | 08/08/2002   | 12/06/2011  | U.S. Energy Common Stock | 10,000                     |
| Director/Option(RTB)                       | \$ 2.46  |                                      |  |                                |   | 07/01/2005   | 06/30/2014  | U.S. Energy Common Stock | 50,000                     |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| ANDERSON DON C<br>PO BOX 680<br>267 ST MORITS<br>MIDWAY, UT 84049 | X             |           |         |       |

## Signatures

By: Robert Scott Lorimer Attorney  
in Fact

02/22/2005

\_\_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) Includes shares issued as payment for services as a non-employee Director for calendar year 2003.
  - (2) Includes shares issued as payment for services as a non-employee Director for calendar year 2004.
  - (3) Includes 37,356 shares held directly by the Reporting Person.
  - (4) Includes 3,055 shares held in an Individual Retirement Account (IRA) for the benefit of the Reporting Person.
  - (5) Options issued to Reporting Person as a member of the Issuer's Board of Directors.

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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