

TRI VALLEY CORP
Form 8-K
June 14, 2012

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):
June 14, 2012 (June 9, 2012)

Tri-Valley Corporation
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-31852
(Commission File Number)

94-1585250
(IRS Employer
Identification No.)

4927 Calloway Drive

Bakersfield, California 93312
(Address of principal executive office)

Issuer's telephone number: **661-864-0500**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

[]

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

[]

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

[]

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

[]

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02

Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On June 9, 2012, Michael P. Stark, Vice President of Exploration of Tri-Valley Corporation (the Company), tendered his resignation. Mr. Stark's resignation will be effective as of June 15, 2012. Mr. Stark is resigning to pursue other opportunities and not as a result of any disagreement with the Company. Effective as of June 18, 2012, Mr. Stark has agreed to provide part-time consulting services to the Company on an as-needed basis, at the rate of \$125.00 per hour, under a consulting agreement that can be cancelled by either party upon thirty days' notice.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TRI-VALLEY CORPORATION

Date: June 14, 2012

/s/ Maston N. Cunningham

Maston N. Cunningham, President and Chief Executive Officer

n 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 Indirect Beneficial Ownership

(Instr. 4)CodeVAmount(A) or (D)Price Common Stock01/29/2013 M 12,500 A \$ 14.95 225,837 D Common Stock01/29/2013 M 12,500 A \$ 14.95 238,337 D Common Stock01/29/2013 M 70,000 A \$ 23.05 308,337 D Common Stock01/29/2013 S 95,000 D \$ 32.55 213,337 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)

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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title

NQ Stock Option (Right to Buy)	\$ 14.95	01/29/2013	M	12,500	<u>(1)</u>	01/29/2019	Common Stock	12,500
NQ Stock Option (Right to Buy)	\$ 14.95	01/29/2013	M	12,500	<u>(1)</u>	01/29/2019	Common Stock	12,500
NQ Stock Option (Right to Buy)	\$ 23.05	01/29/2013	M	70,000	<u>(2)</u>	01/28/2020	Common Stock	70,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ANDERSON STEPHEN A. 12500 TI BOULEVARD DALLAS, TX 75243			Sr. Vice President	

Signatures

/s/ Daniel M. Drory, Attorney In Fact	01/31/2013
<u> </u>	<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) The option becomes exercisable in four equal annual installments beginning on January 29, 2010.
 - (2) The option becomes exercisable in four equal annual installments beginning on January 28, 2011.

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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