US ENERGY CORP Form 10-K/A April 02, 2009

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 FORM 10-K/A

	_		_	
/N	Mο	rl-	Or	·~)
T I	งเล	11 K	` '	151

þ	Annual report pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934 for
	the fiscal year Ended December 31, 2008

Transition report pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934

for the transition period from ______ to _____

Commission file number 000-6814

U.S. ENERGY CORP.

(Exact Name of Company as Specified in its Charter)

Wyoming 83-0205516 (State or other jurisdiction of incorporation or organization) 83-0205516 (I.R.S. Employer Identification No.)

877 North 8th West, Riverton, WY 82501 (Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area (307) 856-9271

code:

Securities registered pursuant to Section 12(b) of the Act:

None

Securities registered pursuant to Section 12(g) of the Act:

Common Stock, \$0.01 par value

(Title of Class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. YES $^{\circ}$ NO \flat

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. YES " NO \flat

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Company was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES b NO

1

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act.

Large accelerated filer " Accelerated filer b Non-accelerated filer "

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES "NO b

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and ask price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter (June 30, 2008) \$69,971,930.

Class
Common stock, \$.01 par value

Outstanding at March 9, 2009 21,521,329

Documents incorporated by reference: None.

Indicate by check mark if disclosure of delinquent filers, pursuant to Item 405 of Regulation S-K is not contained herein and will not be contained, to the best of the Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K ".

U.S. Energy Corp. files this amended report to replace the improper certifications inadvertently filed with the original report, with the proper certifications required by Rule 13a-14(a). The proper certifications are filed herewith as Exhibits 31.1 and 31.2.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENTS, SCHEDULES, REPORTS AND FORMS 8-K

Exhibit No.	Title of Exhibit	
31.1	Certification under Rule 13a-14(a) Keith G. Larsen	*
31.2	Certification under Rule 13a-14(a) Robert Scott Lorimer	*

^{*} Filed herewith

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this amended report to be signed on its behalf by the undersigned, thereunto duly authorized.

U.S. ENERGY CORP. (Registrant)

Date: April 2, 2009 By: /s/ Keith G. Larsen

KEITH G. LARSEN, Chief

Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Date: April 2, 2009 By: /s/ Keith G. Larsen

KEITH G. LARSEN, Director,

Chairman and CEO

Date: April 2, 2009 By: /s/ Robert Scott Lorimer

ROBERT SCOTT LORIMER Principal Financial Officer/ Chief Accounting Officer, and

Director

Date: April 2, 2009 By: /s/ Mark J. Larsen

MARK J. LARSEN, President and

Director

Date: April 2, 2009 By: /s/ Allen S. Winters

ALLEN S. WINTERS, Director

Date: April 2, 2009 By: /s/ H. Russell Fraser

H. RUSSELL FRASER, Director

Date: April 2, 2009 By: /s/ Michael T. Anderson

MICHAEL T. ANDERSON,

Director

Date: April 2, 2009 By: /s/ Michael H. Feinstein

MICHAEL H. FEINSTEIN, Director