

FRASER H RUSSELL
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 *
FRASER H RUSSELL

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)

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

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

DOUBLE DIAMOND X
RANCH, 3453 SOUTHFORK RD

(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

CODY, WY 82414

(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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|---------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| U.S. Energy Common Stock | 02/21/2005 | | J | | 1,672 | A (1) | \$ 0 17,424 | D | |
| U.S. Energy Common Stock | 02/21/2005 | | J | | 1,432 | A (2) | \$ 0 18,856 | D | (3) (4) (5) |
| U.S. Energy Common Stock | | | | | | | 1,300 | I | (6) By Spouse |

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

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(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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------------------|----------------------------|
| | | | | 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

FRASER H RUSSELL
DOUBLE DIAMOND X RANCH
3453 SOUTHFORK RD
CODY, WY 82414

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 13,856 shares held directly by the Reporting Person.
- (4) Includes 1,000 shares held in joint tenancy with the Reporting Person's wife.
- (5) Includes 4,000 shares held in an Individual Retirement Account (IRA) for the benefit of the Reporting Person.
- (6) Includes 1,300 shares held in an IRA established for the benefit of the Reporting Person's wife. The Reporting Person disclaims any beneficial interest in these shares.
- (7) 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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