

WATSON ROBERT L G
 Form 4
 September 16, 2011

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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 *
 WATSON ROBERT L G

2. Issuer Name and Ticker or Trading Symbol
 ABRAXAS PETROLEUM CORP
 [AXAS]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 18803 MEISNER DRIVE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 09/15/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President/CEO

SAN ANTONIO, TX 78258

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

(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 | (D) | Price |
| Abraxas Petroleum Common Stock | 09/15/2011 | | M | | 6,856 | A | \$ 0.66 |
| Abraxas Petroleum Common Stock | 09/15/2011 | | M | | 6,857 | A | \$ 2.21 |

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

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SEC 1474 (9-02)

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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 | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|--|-----------|--|-----------------|---|--------------------------------|---------|
| | | | | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount Number of Shares | |
| Employee Stock Option | \$ 2.21 | 09/15/2011 | | M | V | (A) 6,857 | (D) | 09/17/2005 | 09/17/2011 | Abraxas Common Stock | 6,857 |
| Employee Stock Option | \$ 0.66 | 09/15/2011 | | M | V | (A) 6,856 | (D) | 09/17/2005 | 09/17/2011 | Abraxas Common Stock | 6,856 |
| Employee Stock Option | \$ 4.72 | | | | | | | 03/15/2012 | 03/15/2021 | Abraxas Petroleum Common Stock | 60,000 |
| Employee Stock Option | \$ 2.09 | | | | | | | 03/16/2011 | 03/16/2020 | Abraxas Common Stock | 90,000 |
| Employee Stock Option | \$ 1.75 | | | | | | | 10/05/2010 | 10/05/2019 | Abraxas Common Stock | 267,750 |
| Employee Stock Option | \$ 0.99 | | | | | | | 03/17/2010 | 03/17/2019 | Abraxas Common Stock | 125,000 |
| Employee Stock Option | \$ 3.6 | | | | | | | 08/28/2011 | 08/28/2017 | Abraxas Common Stock | 41,624 |
| Employee Stock Option | \$ 0.65 | | | | | | | 11/22/2006 | 11/22/2012 | Abraxas Common Stock | 90,000 |
| Employee Stock Option | \$ 4.59 | | | | | | | 09/13/2009 | 09/13/2015 | Abraxas Common Stock | 100,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| WATSON ROBERT L G 18803 MEISNER DRIVE SAN ANTONIO, TX 78258 | | | President/CEO | |

Signatures

Robert L.G.
Watson

09/16/2011

__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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.