CROFF ENTERPRISES INC

Form 4/A

January 16, 2007

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction

1(b).

(Print or Type Responses)

1. Name and A CROFF EN	•	_	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			CROFF ENTERPRISES INC [COFF]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	_X_ Director 10% OwnerX_ Officer (give title Other (specify		
3773 CHERRY CREEK DRIVE NORTH, #1025			01/09/2007	below) below) President		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
			01/09/2007	_X_ Form filed by One Reporting Person		

DENVER, CO 80209

(State)

(Zip)

(City)

Stock

Table I - Non-Derivative Securities Acquired, Disposed of, or Reneficially Owned
Lable L - Non-Derivative Securities Acquired, Disposed of, or Repeticially Owned

Form filed by More than One Reporting

		Tubic	1 HOII DC	iivative b	ccuiic	ics ricqui	rea, Disposea oi,	or Denemenan	y Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties A	cquired	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)			Securities	Ownership	Indirect	
(Instr. 3)		any	Code	Code (Instr. 3, 4 and 5)			Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership
							Following	or Indirect	(Instr. 4)
							Reported	(I)	
					(A)		Transaction(s)	(Instr. 4)	
			~		or	- .	(Instr. 3 and 4)		
			Code V	Amount	(D)	Price			
Croff									
Enterprises,						Φ.			
Inc.	01/09/2007	01/09/2007	P	500	Δ	\$	253,988	D	
	01/07/2007	01/07/2007	1	300	11	2.625	233,700	D	
Common									

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. orNumber	6. Date Exerc Expiration D		7. Title Amount		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month/Day/Tear)	any (Month/Day/Year)	Code (Instr. 8)	of	(Month/Day/		Underly Securiti (Instr. 3	ying ies	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address		Relationships						
reporting owner runner is		Director	10% Owner	Officer	Other			
CROFF ENTERPRISES INC 3773 CHERRY CREEK DRIV #1025 DENVER, CO 80209	E NORTH	X		President				
Signatures								
Gerald L. Jensen 01	1/16/2007							

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Remarks:

**Signature of

The purpose of this amended filing is to reflect the correct registrants name.

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.

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