

NORTHERN OIL & GAS, INC.

Form 4

February 26, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Rowling Robert B.

2. Issuer Name **and** Ticker or Trading
Symbol
NORTHERN OIL & GAS, INC.
[NOG]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
4001 MAPLE AVENUE, SUITE 600

3. Date of Earliest Transaction
(Month/Day/Year)
02/24/2016

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

(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
X Form filed by More than One Reporting
Person

DALLAS, TX 75219

(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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock, \$0.001 par value per share	02/24/2016		P		184,220	A	\$ 2.6231 (1)	12,386,585 D
Common Stock, \$0.001 par value per share	02/25/2016		P		75,300	A	\$ 2.7346 (2)	12,461,885 (3) D

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rowling Robert B. 4001 MAPLE AVENUE, SUITE 600 DALLAS, TX 75219		X		
TRT Holdings Inc 4001 MAPLE AVENUE, SUITE 600 DALLAS, TX 75219		X		
Cresta Investments, LLC 4001 MAPLE AVENUE, SUITE 600 DALLAS, TX 75219		X		
Cresta Greenwood, LLC 4001 MAPLE AVENUE, SUITE 600 DALLAS, TX 75219		X		

Signatures

/s/ Robert B. Rowling

02/26/2016

__Signature of Reporting Person

Date

/s/ Michael G. Smith, Senior Vice President, on behalf of TRT Holdings, Inc.

02/26/2016

__Signature of Reporting Person

Date

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/s/ Michael G. Smith, Secretary, on behalf of Cresta Investments, LLC

02/26/2016

__Signature of Reporting Person

Date

/s/ Michael G. Smith, Vice President, on behalf of Cresta Greenwood, LLC

02/26/2016

__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 price reported is the weighted average price. The shares were purchased in multiple transactions by TRT Holdings, Inc. at prices ranging from \$2.5050 to \$2.7100 per share, inclusive. The reporting persons undertake to provide Northern Oil and Gas, Inc., any stockholder of Northern Oil and Gas, Inc., or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.

(2) The price reported is the weighted average price. The shares were purchased in multiple transactions by TRT Holdings, Inc. at prices ranging from \$2.5400 to \$2.8150 per share, inclusive. The reporting persons undertake to provide Northern Oil and Gas, Inc., any stockholder of Northern Oil and Gas, Inc., or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.

(3) 7,169,741 of the reported securities are owned directly by TRT Holdings, Inc., 3,947,921 of the reported securities are owned directly by Cresta Investments, LLC and 1,344,223 of the reported securities are owned directly by Cresta Greenwood, LLC. Robert B. Rowling indirectly beneficially owns all of the reported securities due to his ownership of all Class B shares of Common Stock of TRT Holdings, Inc., his ownership of 100% of the ownership interests in Cresta Investments, LLC, and his indirect ownership of 100% of the ownership interests in Cresta Greenwood, LLC.

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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