

GEORGE KAISER FAMILY FOUNDATION  
Form SC 13G  
December 03, 2009

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

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. )\***

Whiting Petroleum Corporation  
(Name of Issuer)  
Common Stock  
(Title of Class of Securities)  
966387102  
(CUSIP Number)  
November 23, 2009  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 966387102

**1** NAMES OF REPORTING PERSONS  
George Kaiser Family Foundation

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

**2**  
(a)   
(b)

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION  
State of Oklahoma

**5** SOLE VOTING POWER  
NUMBER OF 3,874,996 shares

**6** SHARED VOTING POWER  
SHARES BENEFICIALLY OWNED BY -0- shares

**7** SOLE DISPOSITIVE POWER  
EACH REPORTING PERSON 3,874,996 shares

**8** SHARED DISPOSITIVE POWER  
WITH: -0- shares

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3,874,996 shares

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.6%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO Not For Profit

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CUSIP No. 966387102

**1** NAMES OF REPORTING PERSONS  
Frederic Dorwart

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

**2**  
(a)   
(b)

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

|              |          |                          |
|--------------|----------|--------------------------|
|              | <b>5</b> | SOLE VOTING POWER        |
| NUMBER OF    |          | 3,874,996 shares         |
| SHARES       | <b>6</b> | SHARED VOTING POWER      |
| BENEFICIALLY |          |                          |
| OWNED BY     |          | -0- shares               |
| EACH         | <b>7</b> | SOLE DISPOSITIVE POWER   |
| REPORTING    |          |                          |
| PERSON       |          | 3,874,996 shares         |
| WITH:        | <b>8</b> | SHARED DISPOSITIVE POWER |
|              |          |                          |
|              |          | -0- shares               |

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3,874,996 shares

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.6%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

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CUSIP No. 966387102

**1** NAMES OF REPORTING PERSONS  
Philip Frohlich

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

**2**  
(a)   
(b)

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

|              |          |                          |
|--------------|----------|--------------------------|
|              | <b>5</b> | SOLE VOTING POWER        |
| NUMBER OF    |          | 3,874,996 shares         |
| SHARES       | <b>6</b> | SHARED VOTING POWER      |
| BENEFICIALLY |          |                          |
| OWNED BY     |          | -0- shares               |
| EACH         | <b>7</b> | SOLE DISPOSITIVE POWER   |
| REPORTING    |          |                          |
| PERSON       |          | 3,874,996 shares         |
| WITH:        | <b>8</b> | SHARED DISPOSITIVE POWER |
|              |          |                          |
|              |          | -0- shares               |

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3,874,996 shares

**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.6%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

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CUSIP No. 966387102

**1** NAMES OF REPORTING PERSONS  
Philip Lakin, Jr.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

**2**  
(a)   
(b)

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

|              |          |                          |
|--------------|----------|--------------------------|
|              | <b>5</b> | SOLE VOTING POWER        |
| NUMBER OF    |          | 3,874,996 shares         |
| SHARES       | <b>6</b> | SHARED VOTING POWER      |
| BENEFICIALLY |          |                          |
| OWNED BY     |          | -0- shares               |
| EACH         | <b>7</b> | SOLE DISPOSITIVE POWER   |
| REPORTING    |          |                          |
| PERSON       |          | 3,874,996 shares         |
| WITH:        | <b>8</b> | SHARED DISPOSITIVE POWER |
|              |          |                          |
|              |          | -0- shares               |

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3,874,996 shares



**10** CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.6%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

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CUSIP No. 966387102

**Item 1 (a). Name of Issuer:** Whiting Petroleum Corporation

**Item 1 (b). Address of Issuer's Principal Executive Offices:**

1700 Broadway, Suite 2300

Denver, CO 80290-2300

**Item 2 (a). Name of Person Filing:** This Schedule 13G with respect to the Common Stock of Whiting Petroleum Corporation is filed by George Kaiser Family Foundation ( GKFF ). Mr. Dorwart, Mr. Frohlich and Mr. Lakin are co-trustees for GKFF.

**Item 2 (b). Address of Principal Business Office or, if none, Residence:**

The address of the principal business office of GKFF is 124 East Fourth Street, Suite 100, Tulsa, Oklahoma 74103.

The address of the principal business offices co-trustees is as follows: Frederic Dorwart is 124 E. 4<sup>th</sup> Street, Tulsa, Oklahoma, NA; Philip Frohlich, 1924 South Utica, Suite 1120, Tulsa, Oklahoma 74104; Philip Lakin Jr., 7030 South Yale, Suite 600, Tulsa, Oklahoma 74136.

**Item 2 (c). Citizenship:** GKFF was formed under the laws of the State of Oklahoma. Mr. Dorwart, Mr. Frohlich and Mr. Mr. Lakin are a citizen of the United State of America.

**Item 2 (d). Title of Class of Securities:** Common Stock, par value \$0.001 per share

**Item 2 (e). CUSIP No: 966387102**

**Item 3. If this Statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:** Not applicable.

**Item 4. Ownership**

The percentages used herein and in the rest of this Schedule 13G are calculated based upon a total of 50,845,106 shares of Common Stock issued and outstanding as of October 15, 2009, as reported in company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2009. The shared beneficially owned by each of the entities owned includes 1,062,500 shares which may be required to be purchased in the next 60 days pursuant to put options granted by GKFF.

A. GKFF

GKFF's holdings are as follows:

- (a) Amount Beneficially Owned: 3,874,996 shares
- (b) Percent of Class: 7.6%
- (c) Number of Shares as to which Such Person has:
  - (i) sole power to vote or to direct the vote 3,874,996 shares
  - (ii) shared power to vote or to direct the vote -0- shares
  - (iii) sole power to dispose or to direct the disposition of 3,874,996 shares
  - (iv) shared power to dispose or to direct the disposition of -0- shares

B. Frederic Dorwart

Mr. Dorwart is co-trustee for GKFF and may be deemed to have beneficial ownership of GKFF holdings.

Mr. Dorwart's beneficial holdings are as follows:

- (a) Amount Beneficially Owned: 3,874,996 shares
- (b) Percent of Class: 7.6%



CUSIP No. 966387102

- (c) Number of Shares as to which Such Person has:
  - (i) sole power to vote or to direct the vote 3,874,996 shares
  - (ii) shared power to vote or to direct the vote -0- shares
  - (iii) sole power to dispose or to direct the disposition of 3,874,996 shares
  - (iv) shared power to dispose or to direct the disposition of -0- shares

C. Mr.Frohlich is co-trustee for GKFF and may be deemed to have beneficial ownership of GKFF holdings.

Mr. Frohlich s beneficial holdings are as follows:

- (a) Amount Beneficially Owned: 3,874,996 shares
- (b) Percent of Class: 7.6%
- (c) Number of Shares as to which Such Person has:
  - (i) sole power to vote or to direct the vote 3,874,996 shares
  - (ii) shared power to vote or to direct the vote -0- shares
  - (iii) sole power to dispose or to direct the disposition of 3,874,996 shares
  - (iv) shared power to dispose or to direct the disposition of -0- shares

D. Mr.Lakin is co-trustee for GKFF and may be deemed to have beneficial ownership of GKFF holdings. Mr. Lakin s beneficial holdings are as follows:

- (a) Amount Beneficially Owned: 3,874,996 shares
- (b) Percent of Class: 7.6%
- (c) Number of Shares as to which Such Person has:
  - (i) sole power to vote or to direct the vote 3,874,996 shares
  - (ii) shared power to vote or to direct the vote -0- shares
  - (iii) sole power to dispose or to direct the disposition of 3,874,996 shares
  - (iv) shared power to dispose or to direct the disposition of -0- shares

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following o.

**Item 6. Ownership of More Than Five Percent on Behalf of Another Person**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company**

Not applicable.

**Item 8. Identification and Classification of Members of the Group**



CUSIP No. 966387102

Not applicable.

**Item 9. Notice of Dissolution of Group**

Not applicable.

**Item 10. Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

December 3, 2009

**George Kaiser Family Foundation**

BY: /s/ Frederic Dorwart  
Frederic Dorwart, Co-Trustee

/s/ Frederic Dorwart  
Frederic Dorwart

/s/ Philip Frohlich  
Philip Frohlich

/s/ Philip Lakin, Jr.  
Philip Lakin, Jr.

**EXHIBIT INDEX**

Exhibit 1. Joint Filing Agreement dated December 3, 2009 by and between George Kaiser Family Foundation, Frederic Dorwart, Philip Frohlich, and Philip Lakin, Jr.