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MAGELLAN PETROLEUM CORP /DE/

Form 8-K

February 20, 2004

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 20, 2004

Magellan Petroleum Corporation

(Exact Name of registrant as specified in its charter)

Delaware

1-5507

06-0842255

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

P.O. Box 1146, Madison, CT 06443-1146

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (203) 245-7664

Not Applicable

(Former name or former address, if changed since last report.)

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Item 5. Other Events and Regulation FD Disclosure

Magellan Petroleum Corporation (the "Company") is filing this current report on Form 8-K to report that on February 20, 2004, the U.S. Securities and Exchange Commission declared effective the Company's registration statement on Form S-3 (Reg. No. 333-109533), previously filed on October 8, 2003. The Company's registration statement relates to the public resale of up to 1,300,000 shares of the Company's Common Stock previously sold by the Company in a private

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placement transaction that was completed on September 2, 2003 to Sagasco Amadeus Pty Limited, a subsidiary of Sydney-based Origin Energy Limited, in exchange for Sagasco's sale to the Company of 1,200,000 shares of the Company's majority-held subsidiary, Magellan Petroleum Australia Limited.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

MAGELLAN PETROLEUM CORPORATION
(Registrant)

By /s/ James R. Joyce

Name: James R. Joyce
Title: President

Date: February 20, 2004