

WATSON ROBERT L G  
 Form 4  
 March 26, 2010

**FORM 4**

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

OMB APPROVAL

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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

(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)  
**03/16/2010**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**President/CEO**

**SAN ANTONIO, TX 78258**  
 (City) (State) (Zip)

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

**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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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SEC 1474  
 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option	\$ 2.09	03/16/2010	A	90,000					03/16/2011 <sup>(1)</sup>	03/16/2020	Abraxas Common Stock	90,000
Employee Stock Option	\$ 0.99								03/17/2010	03/17/2019	Abraxas Common Stock	125,000
Employee Stock Option	\$ 1.75								10/05/2010	10/05/2019	Abraxas Common Stock	267,000
Employee Stock Option	\$ 3.6								08/28/2011	08/28/2017	Abraxas Common Stock	41,600
Employee Stock Option	\$ 4.59								09/13/2009	09/13/2015	Abraxas Common Stock	100,000
Employee Stock Option	\$ 0.65								11/22/2006	11/22/2012	Abraxas Common Stock	90,000
Employee Stock Option	\$ 2.21								09/17/2005	09/17/2011	Abraxas Common Stock	6,800
Employee Stock Option	\$ 0.66								09/17/2005	09/17/2011	Abraxas Common Stock	6,800
Employee Stock Option	\$ 0.66								03/23/2005	03/23/2011	Abraxas Common Stock	14,200
Employee Stock Option	\$ 4.83								03/23/2005	03/23/2011	Abraxas Common Stock	14,200
Employee Stock Option	\$ 4.83								03/23/2005	03/23/2011	Abraxas Common Stock	15,700
Employee Stock Option	\$ 0.66								03/23/2005	03/23/2011	Abraxas Common Stock	15,700
	\$ 0.66								05/26/2004	05/26/2010		60,000

Employee  
Stock  
Option

Abraxas  
Common  
Stock

Employee  
Stock \$ 1.38  
Option

05/26/2004 05/26/2010 Abraxas  
Common 60,  
Stock

## 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 03/26/2010

\_\_Signature of Date  
Reporting Person

## 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) Option vest at 25% per year beginning one year after grant.

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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