

DUNE ENERGY INC
Form 4
May 23, 2008

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 *
UBS AG

(Last) (First) (Middle)
677 WASHINGTON BOULEVARD
(Street)
STAMFORD, CT 06901
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DUNE ENERGY INC [DNE]

3. Date of Earliest Transaction
(Month/Day/Year)
05/01/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 05/01/2007 | | P | | 9,100 | A | \$ 2.46 |
| Common Stock | 05/01/2007 | | S | | 800 | D | \$ 2.41 |
| Common Stock | 05/01/2007 | | S | | 5,825 | D | \$ 2.41 |
| Common Stock | 05/03/2007 | | P | | 150 | A | \$ 2.41 |
| Common Stock | 05/03/2007 | | S | | 2,550 | D | \$ 2.44 |
| | 05/04/2007 | | P | | 4,500 | A | 0 |

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| | | | | | | | |
|--------------|------------|---|--------|---|---------|--------|---|
| Common Stock | | | | | \$ 2.36 | | |
| Common Stock | 05/07/2007 | P | 2,100 | A | \$ 2.29 | 1,792 | D |
| Common Stock | 05/08/2007 | P | 2,200 | A | \$ 2.31 | 3,992 | D |
| Common Stock | 05/09/2007 | S | 11,000 | D | \$ 2.32 | 0 | D |
| Common Stock | 05/11/2007 | P | 50 | A | \$ 2.31 | 0 | D |
| Common Stock | 05/14/2007 | P | 5,000 | A | \$ 2.3 | 0 | D |
| Common Stock | 05/15/2007 | P | 3,500 | A | \$ 2.29 | 1,542 | D |
| Common Stock | 05/15/2007 | S | 2,500 | D | \$ 2.31 | 0 | D |
| Common Stock | 05/15/2007 | S | 1,450 | D | \$ 2.31 | 0 | D |
| Common Stock | 05/16/2007 | P | 500 | A | \$ 2.28 | 0 | D |
| Common Stock | 05/17/2007 | P | 600 | A | \$ 2.28 | 0 | D |
| Common Stock | 05/21/2007 | S | 1,100 | D | \$ 2.3 | 0 | D |
| Common Stock | 05/23/2007 | P | 400 | A | \$ 2.26 | 0 | D |
| Common Stock | 05/24/2007 | P | 5,600 | A | \$ 2.24 | 3,592 | D |
| Common Stock | 05/30/2007 | P | 8,100 | A | \$ 2.25 | 11,692 | D |
| Common Stock | 05/30/2007 | S | 5,000 | D | \$ 2.28 | 6,692 | D |
| Common Stock | 06/01/2007 | S | 1,000 | D | \$ 2.19 | 5,692 | D |
| Common Stock | 06/04/2007 | S | 2 | D | \$ 2.2 | 5,690 | D |
| Common Stock | 06/08/2007 | S | 1,500 | D | \$ 2.24 | 4,190 | D |
| Common Stock | 06/13/2007 | S | 2,000 | D | \$ 2.27 | 2,190 | D |
| | 06/14/2007 | S | 2,000 | D | | 190 | D |

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Common Stock \$ 2.28

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) | | |
|--------------------------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------|--------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of |
| Senior Redeemable Convertible Preferred Stock ⁽¹⁾ | \$ 3 ⁽²⁾ | 05/02/2007 | | P | 2,070 | 05/15/2007 | ⁽⁴⁾ | Common Stock | 690,000 |
| Senior Redeemable Convertible Preferred Stock ⁽¹⁾ | \$ 3 ⁽²⁾ | 05/02/2007 | | P | 2,430 | 05/15/2007 | ⁽⁴⁾ | Common Stock | 810,000 |
| Senior Redeemable Convertible Preferred Stock ⁽¹⁾ | \$ 3 ⁽²⁾ | 05/23/2007 | | P | 10,000 | 05/15/2007 | ⁽⁴⁾ | Common Stock | 3,333,333 ⁽³⁾ |
| Senior Redeemable Convertible Preferred Stock ⁽¹⁾ | \$ 3 ⁽²⁾ | 05/24/2007 | | P | 10,000 | 05/15/2007 | ⁽⁴⁾ | Common Stock | 3,333,333 ⁽³⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

UBS AG
677 WASHINGTON BOULEVARD X
STAMFORD, CT 06901

Signatures

UBS AG, /s/ Bert Fuqua, Managing Director 05/23/2008
**Signature of Reporting Person Date

UBS AG, /s/ Gordon Kiesling, Executive Director 05/23/2008
**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).

Each share of the Senior Redeemable Convertible Preferred Stock ("SRCPS") was convertible into approximately 333.33 shares of common stock, subject to adjustment, at any time after May 15, 2007 and has no expiration date. Specifically, the SRCPS converts into a number of Common Shares equal to the number of shares of SRCPS multiplied by the quotient of the Liquidation Preference of \$1,000

- (1) divided by the Conversion Price. On May 1, 2008, the Conversion Price was adjusted to \$1.75, which means each SRCPS now converts into approximately 571.43 shares of common stock. This does not include shares which would be deliverable as a make-whole premium for conversions prior to June 1, 2010 to make whole for dividends that would have been payable absent the conversion. As of May 9, 2008, the make-whole premium amounted to 221 common shares for each share of SRCPS.
- (2) As set forth in Footnotes (1) and (2), on May 1, 2008, the Conversion Price was adjusted to \$1.75.
- (3) As set forth in Footnotes (1) and (2), based on the revised adjusted conversion ratio, the number of shares underlying the SRCPS changed as of May 1, 2008.
- (4) There is no expiration date.

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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