

BRIGHAM EXPLORATION CO

Form 4

December 08, 2011

**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

OMB  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
STATOIL ASA

2. Issuer Name **and** Ticker or Trading  
Symbol  
BRIGHAM EXPLORATION CO  
[BEXP]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/05/2011

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

FORUSBEEN 50

(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

STAVANGER, Q8 N4035

(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 Indirect Beneficial Ownership (Instr. 4)
Common stock, par value \$0.01 per share <sup>(1)</sup>	12/05/2011		P	6,249,857 <sup>(2)</sup>	A \$ 110,194,122 <sup>(3)</sup>	I	See Footnote <sup>(4)</sup>
Common stock, par value \$0.01 per share <sup>(1)</sup>	12/06/2011		P	581,142 <sup>(5)</sup>	A \$ 110,755,264	I	See Footnote <sup>(4)</sup>
Common stock, par	12/07/2011		P	1,005,536 <sup>(5)</sup>	A \$ 111,780,800 36.5	I	See Footnote

value									(4)
\$0.01 per									
share <sup>(1)</sup>									
Common									
stock, par									
value	12/08/2011		P	3,869,606	A	\$	115,650,406	I	See
\$0.01 per				(5)		36.5			Footnote
share <sup>(1)</sup>									(4)

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 (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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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
STATOIL ASA FORUSBEEN 50 STAVANGER, Q8 N4035		X		
Statoil Petroleum AS FORUSBEEN 50 STAVANGER, Q8 N4035		X		
STATOIL INTERNATIONAL HOLDING AS FORUSBEEN 50 STAVANGER, Q8 N4035		X		
		X		

STATOIL INVESTMENT AMERICAS AS  
FORUSBEEN 50  
STAVANGER, Q8 N4035

STATOIL E&P AMERICAS LP  
2101 CITYWEST BLVD, SUITE 800 X  
HOUSTON, TX 77042

STATOIL USA PROPERTIES INC.  
2101 CITYWEST BLVD, SUITE 800 X  
HOUSTON, TX 77042

FARGO ACQUISITION INC.  
FORUSBEEN 50 X  
STAVANGER, Q8 N4035

## Signatures

/s/ IRENE RUMMELHOFF, Attorney-in-Fact for Statoil ASA 12/08/2011  
\_\_Signature of Reporting Person Date

/s/ JEFFREY C. ZARUBA, Attorney-in-Fact for Statoil Petroleum AS 12/08/2011  
\_\_Signature of Reporting Person Date

/s/ JEFFREY C. ZARUBA, Attorney-in-Fact for Statoil International Holding AS 12/08/2011  
\_\_Signature of Reporting Person Date

/s/ HELGE HALDORSEN, Vice President - Strategy and Director for Statoil Investment Americas AS 12/08/2011  
\_\_Signature of Reporting Person Date

/s/ JEFFREY C. ZARUBA, Treasurer and Assistant Secretary, Statoil Americas Investments LLC, its general partner for Statoil E&P Americas LP 12/08/2011  
\_\_Signature of Reporting Person Date

/s/ ANDREW BYRON WINKLE, Vice President - Asset Development for Statoil USA Properties Inc. 12/08/2011  
\_\_Signature of Reporting Person Date

/s/ IRENE RUMMELHOFF, President for Fargo Acquisition Inc. 12/08/2011  
\_\_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) This form is a joint filing by Statoil ASA ("Statoil"), Statoil Petroleum AS, Statoil International Holding AS, Statoil Investment Americas AS, Statoil E&P Americas LP, Statoil USA Properties Inc. and Fargo Acquisition Inc. ("Purchaser").
- (2) Reflects the shares of Brigham Exploration Company ("Brigham") newly issued common stock purchased by Purchaser from Brigham pursuant to a Subscription Agreement, dated December 5, 2011, by and between Brigham and Purchaser.  
Reflects 86,270 shares of Brigham common stock that were tendered by notice of guaranteed delivery during the initial offering period of
- (3) the tender offer effected pursuant to the Agreement and Plan of Merger, dated as of October 17, 2011, by and among Statoil, Purchaser, and Brigham, that did not settle.
- (4) Shares were held by Purchaser. As Purchaser is an indirect, wholly owned subsidiary of Statoil, Statoil Petroleum AS, Statoil International Holding AS, Statoil Investment Americas AS and Statoil E&P Americas LP and a direct, wholly owned subsidiary of Statoil USA Properties Inc., each of Statoil, Statoil International Holding AS, Statoil Investment Americas AS, Statoil E&P Americas LP and

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Statoil USA Properties Inc. may be deemed to have acquired indirect beneficial ownership of the Shares.

Reflects the shares of Brigham common stock acquired during the subsequent offering period of the tender offer effected pursuant to the

- (5) Agreement and Plan of Merger, dated as of October 17, 2011, entered into by and among Statoil, Purchaser and Brigham, which commenced on December 1, 2011.

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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