

CARROLL JONATHAN P  
 Form 4/A  
 February 17, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
 OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 CARROLL JONATHAN P

2. Issuer Name and Ticker or Trading Symbol  
 BLUE DOLPHIN ENERGY CO  
 [BDCO]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_X\_ 10% Owner  
 \_\_\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
 CEO & President

(Last) (First) (Middle)

C/O BLUE DOLPHIN ENERGY COMPANY, 801 TRAVIS STREET, SUITE 2100

3. Date of Earliest Transaction (Month/Day/Year)  
 02/15/2012

(Street)  
 HOUSTON, TX 77002

4. If Amendment, Date Original Filed(Month/Day/Year)  
 02/17/2012

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_X\_ Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 03/17/2009                           |  | P                              |   | 142   | A  | \$ 2.38   |
| Common Stock                    | 02/15/2012                           |  | J <sup>(1)</sup>               |   | 8,393,560   | A  | \$ 8.71   |
|                                 |                                      |  |                                |   |   |  | 142   |
|                                 |                                      |  |                                |   |   |  | \$ 8.71   |
|                                 |                                      |  |                                |   |   |  | 8,393,702   |
|                                 |                                      |  |                                |   |   |  | I   |
|                                 |                                      |  |                                |   |   |  | Lazarus Energy Holdings.LLC                           |

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

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SEC 1474 (9-02)

number.

**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. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | 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 |
| CARROLL JONATHAN P<br>C/O BLUE DOLPHIN ENERGY COMPANY<br>801 TRAVIS STREET, SUITE 2100<br>HOUSTON, TX 77002 |               | X         | CEO & President |       |

## Signatures

/s/ Jonathan P. Carroll 02/17/2012

\*\*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).  
Represents shares issued to Lazarus Energy Holdings, LLC, a Delaware limited liability corporation ("LEH"), pursuant to a Purchase and Sale Agreement dated July 12, 2011 by and among LEH, LEH's wholly-owned subsidiaries and Blue Dolphin Energy Company ("Blue Dolphin") whereby Blue Dolphin acquired Lazarus Energy, LLC (the "Acquisition"). The Acquisition closed on February 15, 2012. As a result of the common stock issued as part of the Acquisition, LEH owns 80% of Blue Dolphin's outstanding common stock. Jonathan P. Carroll is Director / Manager of LEH.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.