

TETON ENERGY CORP

Form 144/A

October 26, 2005

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SEC USE ONLY

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WORK LOCATION

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 144

NOTICE OF PROPOSED SALE OF SECURITIES

PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

ATTENTION: Transmit for filing 3 copies of this form

concurrently with either placing an order with a

broker to execute sale or executing a sale directly

with a market maker

1 (a) NAME OF ISSUER (Please type or print)

Teton Energy Corporation

(b) IRS IDENT. NO.

84-1482290

(c) S.E.C. FILE NO.

1 (d) ADDRESS OF ISSUER

STREET

CITY

STATE

ZIP CODE

410 Seventeenth Street, Suite 1850

Denver, CO 80202

(e) TELEPHONE

AREA CODE

303

NUMBERS

565-4604

2

(a)

NAME OF PERSON FOR WHOSE ACCOUNT THE  
SECURITIES ARE TO BE SOLD

Howard Cooper

(b)

IRS IDENT. NO.

524-64-4224

(c) RELATIONSHIP TO ISSUER

10% Shareholder

(d)

ADDRESS STREET

CITY

STATE

ZIP CODE

1825 Upper Huckleberry Lane, Steamboat co 80477

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INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. identification Number and the S.E.C. File Number.

3(a)  
Title of the  
Class of  
Securities  
To Be Sold

(b)  
Name and Address of Each Broker Through whom the  
Securities Are To Be Offered or Each Market Maker  
who Is Acquiring the Securities

SEC USE ONLY  
(c)  
Number of Shares  
or Other Units  
To Be Sold  
See instr. 3(c)

(d)  
Aggregate  
Market  
Value  
(See instr. 3(d))

(e)  
Number of Shares  
or Other Units Outstanding  
(See instr. 3(e))

(f)  
Approximate  
Date of Sale  
(See instr. 3(f))  
(MO. DAY YR.)

(g)  
Name of Each  
Securities  
Exchange  
(See instr. 3(g))

Broker-Dealer  
File Number

Common  
C.K. Cooper & Company  
18300 Von Karman ste. 700  
Irvine, CA 92612

137, 235  
823,410  
10,000,000  
10/17/05

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American Stock Exchange

INSTRUCTIONS:

1. (a) Name of issuer  
(b) Issuer's I.R.S. Identification Number  
(c) Issuer's S.E.C. file number, if any  
(d) Issuer's address, including zip code  
(e) Issuer's telephone number, including area code
  
2. (a) Name of person for whose account  
the securities are to be sold  
(b) Such person's I.R.S. identification number,  
if such person is an entity  
(c) Such person's relationship to the issuer ( e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)  
(d) Such person's address,  
including zip code
  
3. (a) Title of the class  
of securities to be sold  
(b) Name and Address of each broker through  
whom the securities are intended to be sold  
(c) Number of shares or other units to be sold  
(if debt securities, give the aggregate face amount)  
(d) Aggregate market value of the securities  
to be sold as of a specified date within  
10 days prior to the filing of this notice  
(e) Number of shares or other units of the  
class outstanding, or if debt securities the  
face amount thereof outstanding, as shown by  
the most recent report or statement published by the issuer  
(f) Approximate date on which the securities  
are to be sold  
(g) Name of each securities exchange,  
if any, on which the securities are intended to be sold

TABLE I - SECURITIES TO BE SOLD

Furnish the following information with respect  
to the acquisition of the securities to be sold  
and with respect to the payment of all or any part  
of the purchase price or other consideration therefore:  
Title of the Class  
Date you Acquired

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Nature of Acquisition Transaction  
Name of Person from Whom Acquired  
(if gift, also give date donor acquired)  
Amount of Securities Acquired  
Date of Payment  
Nature of Payment  
Common  
11/18/98, 6/16/97,  
10/8/02, 10/9/02,  
10/11/02, 12/31/02  
Open market acquisition founding shares  
Howard Cooper  
137235  
10/19/05

Sale of shares

INSTRUCTIONS:

1. If the securities were purchased and full payment therefore was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

2. If within two years after the acquisition of the securities the person for whose account they are to be sold had any short positions, put or other option to dispose of securities referred to in paragraph (d) (3) of Rule 144, furnish full information with respect thereto.

TABLE II - SECURITIES SOLD DURING THE PAST 3 MONTHS  
Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.  
Name and Address of Seller  
Title of Securities Sold  
Date of Sale  
Amount of Securities Sold  
Gross Proceeds

REMARKS:

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

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ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed.

DATE OF NOTICE

(SIGNATURE)

ATTENTION: Intentional misstatements or omissions of facts constitute Federal Criminal Violations  
(See 18 U.S.C. 1001)