FORM	4
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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).

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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response... 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)												
1. Name and Address of Ro Prochnow Elizabeth D	2. Issuer Name and VAALCO ENER			~ .		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner						
(Last) 9800 RICHMOND A	^(First) VE., SUITE 700	、 、	3. Date of Earliest Transaction (Month/Day/Year) 03/03/2021						X_Officer (give title below)Other (specify below) Chief Financial Officer			
HOUSTON, TX 7704		4. If Amendment, Da	te Original 1	Filed	Month/Day/Ye	ar)	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 2. Transaction (Instr. 3) Date (Month/Day/Ye			Execution Date, if any	(Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			Transaction(s)	Ownership of Indire Form: Benefici	Beneficial	
			(Month/Day/Year)	Code	v	Amount	(A) or (D)	Price	(Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
Common Stock		03/03/2021		А		33,439 (1)	А	\$ 0	120,862	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

	(e.g., puts, calls, warrants, options, convertible securities)														
	2. Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code	tion)	5. Number of Derivative Securities		(Month/Day/Y	te	7. Title and Amount of Underlying Securities		Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported Transaction(s)	Ownership Form of Derivative Security: Direct (D) or Indirect (I)	Beneficial
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)	(Instr. 4)	
Employee Stock Option (right to buy)	\$ 3.14	03/03/2021		А		52,764 <u>(2)</u>		03/03/2022	03/03/2031	Common Stock	52,764	\$ 0	52,764	D	

Reporting Owners

	Relationships								
Reporting Owner Name / Address	Director	10% Owner	Officer	Other					
Prochnow Elizabeth D 9800 RICHMOND AVE. SUITE 700 HOUSTON, TX 77042			Chief Financial Officer						

Signatures

/s/Elizabeth Prochnow by Michael G. Silver as Attorney-in-Fac	t	03/05/2021
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**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) Represents shares of restricted stock granted to the reporting person pursuant to the VAALCO Energy, Inc. 2020 Long Term Incentive Plan. The shares vest in three equal annual installments beginning on the first anniversary of the date of grant.

On March 3, 2021, the reporting person was granted an option to purchase 52,764 shares of common stock. The option vests in three equal annual installments beginning on the first (2) anniversary of the date of grant based upon satisfaction of stock price appreciation of 15.0%, 32.5% and 52.5%, respectively, using a 30-day average stock price from the stock price on the date of the 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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