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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) October 2, 2006

VAALCO Energy, Inc.

(Exact name of registrant as specified in its charter)

Delaware

0-20928

76-0274813

*(State or other jurisdiction
of incorporation)*

*(Commission
File Number)*

*(I.R.S. Employer
Identification No.)*

4600 Post Oak Place, Suite 309

77027

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code 713-623-0801

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 3.01 - Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On October 2, 2006, we issued a press release announcing our intention to list our common stock on the New York Stock Exchange and to simultaneously delist our common stock from the American Stock Exchange. We expect our common stock to commence trading on the NYSE on October 12, 2006. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

In addition, on October 2, 2006, we informed the American Stock Exchange that we expect to voluntarily cease trading on the American Stock Exchange at the opening of business on October 12, 2006 and of our intention to transfer our listing to the NYSE.

The information in this Current Report on Form 8-K, including Exhibit 99.1 attached hereto, shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. The information contained herein and in the accompanying Exhibit 99.1 shall not be incorporated by reference into any filing with the U.S. Securities and Exchange Commission made by VAALCO Energy, Inc., whether made before or after the date hereof and regardless of any general incorporation language in such filing, except as expressly set forth by specific reference in such filing to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release issued by VAALCO Energy, Inc., on October 2, 2006.

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VAALCO ENERGY, INC.

October 2, 2006

By: /s/ W. Russell Scheirman

W. Russell Scheirman
President and Chief Financial Officer

VAALCO Energy Announces New York Stock Exchange Listing

PR Newswire -- October 2, 2006

HOUSTON, Oct. 2 /PRNewswire-FirstCall/ -- VAALCO Energy, Inc. (Amex: EGY), (the "Company"), a growing exploration and production company operating internationally, announced today that it has been approved for listing on the New York Stock Exchange (NYSE). The stock is expected to begin trading on the NYSE on October 12, 2006 under the symbol EGY. The last day for trading of the Company's stock on the Amex will be October 11, 2006.

The NYSE approval is contingent upon the Company being in compliance with all applicable listing standards on the date it begins trading on the NYSE, and may be rescinded if the Company is not in compliance with such standards. The Company believes it is in compliance as of the date of this release.

"We are excited to join the ranks of some of the world's best known companies," stated Robert Gerry, Chairman and CEO of the Company. "We anticipate that the listing will increase our visibility and investor base due to the high standards and globalization of the New York Stock Exchange."

VAALCO operates the Etame Block offshore Gabon, West Africa, where it has sold 23.9 million gross bbls (5.7 million net bbls) from the Etame field since startup. The Company made two discoveries on the Etame block in 2004 (the Ebouri and Avouma discoveries). The Company recently set a platform to develop the Avouma discovery, and commenced drilling operations for two development wells on the platform last week. Last month the Company received approval from the Gabonese government for the development plan for the Ebouri discovery, with plans to construct and set a platform to develop Ebouri in late 2007.

The Company also has exploration rights onshore Gabon via a five year production sharing contract over the 270,000 acre Mutamba Iruru block.

In September 2006, the Company received approval from the Angolan cabinet of its award by Sonangol, the National Oil Company of the Republic of Angola, of a 40% participating interest in Block 5, an oil exploration concession located in the Kwanza basin in the northern waters offshore Angola. The four year primary term of the contract awards the Company exploration rights to 1.4 million acres, with 95% of the block having a water depth of less than 200 meters. The Company is the designated operator of the concession and during the initial term will acquire 1,000 square kilometers and drill two exploration wells. A second three year term is available for a commitment to acquire additional seismic within the block and the drilling of two additional exploration wells.

Additionally, since the beginning of the year the Company's consultant in England has been studying blocks in the North Sea that are currently available or will soon become available for acquisition. The Company has applied to the government for blocks in the 24th licensing round held last June. The winners of blocks are expected to be announced later in October.

This press release includes “forward-looking statements” as defined by the U.S. securities laws. Forward-looking statements are those concerning VAALCO’s plans, expectations, and objectives for future drilling, completion and other operations and activities. All statements included in this press release that address activities, events or developments that VAALCO expects, believes or anticipates will or may occur in the future are forward-looking statements. These statements include future production rates, completion and production timetables and costs to complete well. These statements are based on assumptions made by VAALCO based on its experience perception of historical trends, current conditions, expected future developments and other factors it believes are appropriate in the circumstances. Such statements are subject to a number of assumptions, risks and uncertainties, many of which are beyond VAALCO’s control. These risks include, but are not limited to, inflation, lack of availability goods, services and capital, environmental risks, drilling risks, foreign operational risks and regulatory changes. Investors are cautioned that forward-looking statements are not guarantees of future performance and that actual results or developments may differ materially from those projected in the forward-looking statements. These risks are further described in VAALCO’s annual report on form 10K/SB for the year ended December 31, 2003 and other reports filed with the SEC which can be reviewed at <http://www.sec.gov> , or which can be received by contacting VAALCO at 4600 Post Oak Place, Suite 309, Houston, Texas 77027, (713) 623-0801.

SOURCE VAALCO Energy, Inc.

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10/02/2006

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