------OMB Number 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response 0.5 _____ U.S. SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 FORM 4 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP 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(f) of the Investment Company Act of 1940 [] Check this box if no longer subject of Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). (Print or Type reponses) ______ 1. Name and Address of Reporting Person* The 1818 Fund II, L.P. _____ (First) (Middle) (Last) c/o Brown Brothers Harriman & Co., 59 Wall Street -----(Street) New York New York 10021 _____ (City) (State) (Zip) _____ _____ 2. Issuer Name and Ticker or Trading Symbol Vaalco Energy, Inc. (VEIX) _____ 3. IRS or Social Security Number of Reporting Person (Voluntary) _____ 4. Statement for Month/Year June 2002 5. If Amendment, Date of Original (Month/Year) _____ 6. Relationship of Reporting Person to Issuer (Check all applicable) [X] 10% Owner Director [_] [_] Officer (give title below) [] Other (specify below) 7. Individual or Joint/Group Filing (Check applicable line) [X] Form filed by one Reporting Person [] Form filed by more than one Reporting Person TABLE I -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED <TABLE> <CAPTION> 4. Owner-

OMB APPROVAL

Form: 7.

З.

Securities Acquired (A) or Disposed of (D) Amount of Securities

5.

ship

6.

	_				Transaction (Instr. 3, 4 and 5) Benefici							
Direct Nature of	f		2.		Code					- Owned at	End (D)	
or Indirect 1.			Transact	cion	(Instr.	8)		(A)		of Month		
Indirect Beneficia Title of Security	al		Date				Amount	or	Price	(Instr.	3 (I)	
Ownership (Instr. 3) (Instr.4) (Instr.			(mm/dd/y	YY)				(D)		and 4)		
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* If the Form is f. 4(b)(v).	iled by mo	ore than c	one Report	ing Pe	erson, se	ee Instru	ction															
Reminder: Report of owned di		ate line f indirectl		class c	f securi	ities ben	eficially															
INFORMATI	ON CONTAIN	NS WHO ARE NED IN THI M DISPLAYS	S FORM AF	RE NOT	REQUIREI) TO RESP																
011220							(Ove	er)														
						SEC	1474 (3-9	,														
FORM 4 (continued)																						
TABLE II DERIVA	TIVE SECUE	RITIES ACC	DUTRED, DI	SPOSED	OF. OR	BENEFICI	ALLY OWNEI)														
	TS, CALLS,	, WARRANTS	G, OPTIONS	S, CONV	ERTIBLE	SECURITI	ES)															
10.											9.											
Owner-											Number											
ship											of											
of	2.										Deriv-											
	Conver-			5.				7.			ative											
Deriv- 11.	sion			Numbe	r of			Title an	d Amount		Secur-											
ative Nature	of			Deriv	ative	6.		of Under	lying	8.	ities											
Secur- of	Exer-		4.	Secur	ities	Date		Securiti	es	Price	Bene-											
ity: In-	cise	3.	Trans-	Acqui	red (A)	Exercis	able and	(Instr.	3 and 4)	of	ficially											
Direct direct	Price	Trans-	action	-	sposed		ion Date				Owned											
(D) or Bene- 1.	of	action			sposed	-	Day/Year)			ative	at End											
In- ficial Title of	Deriv-	Date	(Instr.						or	Secur-	of											
direct Owner-																						
Derivative (I) ship	ative		8)		5)		Expira-			ity	Month											
Security (Instr. (Instr.	Secur-	-			(D)		tion		of	(Instr.												
(Instr. 3) 4) 4)	ity	Year)		(A)			Date	Title	Shares	5)	4)											

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<c> <c> Warrants D </c></c>	(1)	6/20/02					Immediate				(3)	7,500,000
Clawback Warrants D												

												Explanation of Resp	onses:	:										
(1) \$0.50, subject	to ac	djustment in	certai	n ci	rcumsta	nces.																		
(2) 7,500,000 shar circumstances.		Common Stoc	k; subj	lect	to adju	stment	in certai	n																
(3) The Warrants w loan to the is Agreement, dat reporting pers	suer c ed as	of up to \$10M	4M purs	suant	to the	Subor	dinated Cr	edit	a															
(4) Subject to adj	ustmer	nt (to 0) in	certai	n ci	rcumsta	nces.																		
``` (5) 7,500,000 Shar circumstances. ```		Common Stoc	k, subj	ect ·	to adju	stment	in certai	n																
(6) The Clawback W making a loan Credit Agreeme reporting pers	to the ent, da	e issuer of u	up to \$	510MM	pursua	nt to	the Subord	inated																
The 1818 Fund II, I	.P.																							
By: Brown Brothers its General Pa		iman & Co.,																						
By: /s/ T. Michael						y 26,	2002																	
**Signature of F Name: T. Mich Title: Partner	Reporti Nael Lo	ing Person			Dat																			
**Intentional misst Violations. See 18 U.S.C. 100					ts cons	titute	Federal C	riminal																
Note: File three of If space is		of this Forr ficient, See						igned.																
Potential persons w	tho are			_																				
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