------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* Brown Brothers Harriman & Co. _____ -----(Middle) (Last) (First) 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

5.

ship

6.

Securities Acquired (A) or Amount of

Disposed of (D)

Securities

	_				Transact	tion (In	str. 3, 4	and 5)		Benefici	ally
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)	
<pre></pre>			<c></c>			<c></c>	<c></c>	<c></c>			 <c></c>

											·,/											
\star If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).																						
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	**m**¹ · · ·	of	(Instr.												
(Instr. 3) 4) 4)	ity	Year)		(A)			Date	Title	Shares	5)	4)											

<s></s>		<c></c>	<c></c>	<c></c>	<c></c>	<c></c>	<c></c>	<c></c>	<c></c>	<c></c>		<c></c>	<c></c>	<c></c>
<c></c>	<c></c>		c / a a / a a	_					c / t o / o च	-				
Warra		(1)	6/20/02	J		7,500,	000	Immediate	e 6/10/07	Common	Stock	(2)	(3)	7,500,000
Ι	(7)													
Claw		(1)	6/20/02	τ		7.500.	000(4)	6/10/04	6/10/07	Common	Stock	(5)	(6)	7,500,000
I	(7)	(=)	0,20,02	Ũ		,,,	000(1)	0/20/01	0, 10, 0,	001111011	000011	(0)	(0)	,,,
	. ,													

Explanation of Responses:														
(1)	\$0.50, subject	t to ac	ljustment in	certa	in ci	ircumsta	ances.							
(2) 7 500 000 shares of demon these subject to adjustment is contain														
(2)	(2) 7,500,000 shares of Common Stock; subject to adjustment in certain circumstances.													
	CIICUIIISCAIICES	•												
(3)	The Warrants w	were is	sued in cons	sidera	tion	for Fur	nd II's	making a	loan to					
,	the issuer of							2						
	dated as of Ju	10, ine	2002, by ar	nd bet	ween	issuer	and Fu	nd II.						
			-											

- (4) Subject to adjustment (to 0) in certain circumstances.
- (5) 7,500,000 Shares of Common Stock, subject to adjustment in certain circumstances.
- (6) The Clawback Warrants were issued in consideration for Fund II's making a loan to the issuer of up to \$10MM pursuant to the Subordinated Credit Agreement, dated as of June 10, 2002, by and between issuer and Fund II.
- (7) By The 1818 Fund II, L.P. ("Fund II"). Brown Brothers Harriman & Co. ("BBH") is the general partner of Fund II, and, as such, its pecuniary interest in the securities is limited to its percentage interest in such securities.

Brown Brothers Harriman & Co.

By: /s/ T. Michael Long

July 26, 2002 -----Date

**Signature of Reporting Person Name: T. Michael Long Title: Partner

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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.

Page 2