OMB APPROVAL

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U.S. SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM 4

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Section 17(a) o		y Holding	ies Exchange Act of 1934, Company Act of 1935 or pany Act of 1940					
[_] Check this box if obligations may co	no longer subject o ntinue. See Instruc							
(Print or Type reponse	s)							
1. Name and Address of	Reporting Person*		=======================================					
Long	т.	М	ichael					
(Last)	(First)	 (M)	iddle)					
c/o Brown Brothers	Harriman & Co., 59	Wall Stre	et					
	(Stre	:et)						
New York	New York New York 10021							
(City)	(City) (State) (Zip)							
2. Issuer Name and Tic	============ ker or Trading Symb	======= ool						
Vaalco Energy, Inc.	(VEIX)							
3. IRS or Social Secur	ity Number of Repor	ting Pers	on (Voluntary)					
4. Statement for Month	======================================	:======						
June 2002								
5. If Amendment, Date	of Original (Month/	 'Year)						
6. Relationship of Rep (Check all applicab		suer	=======================================					
[X] Director [_] Officer (give	title below)		10% Owner Other (specify below)					
7. Individual or Joint		k applica	ble line)					
[X] Form filed by o	ne Reporting Person ore than one Report		n					
TABLE I	NON-DERIVATIVE SECU OR BENEFICI		QUIRED, DISPOSED OF, D					
<table> <caption></caption></table>		<del>-</del> =						

5.

Disposed of (D)

Owner-Securities Acquired (A) or Amount of

Securities

6.

Direct Nature of		Transact	ion (	Instr. 3, 4 a	nd 5)		Beneficially	
	2.	Code	_				- Owned at End	(D)
or Indirect 1.	Transaction	(Instr.	8)		(A)		of Month	
Indirect Beneficial Title of Security Ownership	Date			Amount	or	Price	(Instr. 3	(I)
(Instr. 3) (Instr.4) (Instr. 4)	(mm/dd/yy)	Code	V		(D)		and 4)	
	<c></c>	<c></c>	<c></c>	<c></c>	<c></c>	<c></c>	<c></c>	<c></c>
<c></c>								

  |  |  |  |  |  |  |  |\* If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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

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.

(Over) SEC 1474 (3-99)

FORM 4 (continued)

TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED (E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

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<TABLE> <CAPTION>

1.0										9.
10.										Number
Owner-										of
ship										
of	2.									Deriv-
D. 11	Conver-			5.			7.			ative
Deriv- 11.	sion			Number of			Title and	l Amount		Secur-
ative Nature	of			Derivative	6.		of Underl	vina	8.	ities
Secur- of	01			Delivative 0.			or underlying o.			10100
ity: In-	Exer-		4.	Securities	Date		Securitie	s	Price	Bene-
-	cise	3.	Trans-	Acquired (A)	Exercisa	ble and	(Instr. 3	and 4)	of	ficially
Direct direct	Price	Trans-	action	or Disposed	Expirati	on Date			Deriv-	Owned
(D) or Bene-	. 6		G . 1.	. C (D)	/36 /D	(77)		7		
1. In- ficial	of	action	Code	of(D)	(Montn/D	ay/Year)		Amount	ative	at End
Title of direct Owner-	Deriv-	Date	(Instr.	(Instr. 3,				or	Secur-	of
Derivative	ative	(Month/	8)	4 and 5)	Date	Expira-		Number	ity	Month
(I) ship Security	Secur-	Dav/			Exer-	tion		of	(Instr.	(Instr.
(Instr. (Instr.	Secur	Day/			DVCI	CIOII		OI	(111501.	(111501.
(Instr. 3) 4) 4)	ity	Year)	Code V	(A) (D)	cisable	Date	Title	Shares	5)	4)
=/ =/ 										

<5>		<c></c>	<0>	<c></c>	(0)	<c></c>	<c></c>	(0)	<c></c>	<c></c>	<c></c>	<c></c>	<0>
	(7)									Common Stoc			
 Clawback T	 Warrants	(1)	6/20/02	J		7,500,	000(4)	6/10/04	6/10/07	Common Stoc	k (5)	(6)	7,500,000

Explanation of Responses:

- (1) \$0.50, subject to adjustment in certain circumstances.
- (2) 7,500,000 shares of Common Stock; subject to adjustment in certain circumstances.
- (3) The 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.
- (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"). Long is a general partner of Brown Brothers Harriman & Co. ("BBH"), the general partner of Fund II, and, as such, his pecuniary interest in the securities is limited to his percentage interest in BBH's interest in such securities.

By: /s/ T. Michael Long	July 26, 2002
**Signature of Reporting Person	Date

\*\*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  ${\tt OMB}$  number.