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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 17(a) of the section 17(b) ST

FORM 4

1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

Estimated average burden

3235-0287

2014

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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(h) of the
Investment Company Act of 1940

1. Name and Address of Reporting Person <sup>*</sup> Williky Gary			2. Issuer Name <b>and</b> Ticker or Trading Symbol Petro River Oil Corp. [PTRC.QB]	5. Relationship of Reporting Person(s) to Issuer				
POST OAK B	ast) (First) (Middle) /O PETRO RIVER OIL CORP., 1980 OST OAK BLVD., SUITE 2020 		3. Date of Earliest Transaction (Month/Day/Year) 11/22/2013	(Check all applicable) Director 10% Owner X Officer (give title below) below) EVP, Business Development				
(Street) HOUSTON (City)			4. If Amendment, Date of Original Filed (Month/Day/Year)	<ul> <li>6. Individual or Joint/Group Filing</li> <li>(Check Applicable Line)</li> <li>X Form filed by One Reporting Person</li> <li>Form filed by More than One</li> </ul>				
	. ,			Reporting Person				

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transact Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D)	Beneficial Ownership
			Code	V	Amount (D) Price		Following Reported Transaction(s) (Instr. 3 and 4)	or Indirect (I) (Instr. 4)	(Instr. 4)	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned         (e.g., puts, calls, warrants, options, convertible securities)															
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transac Code (Instr. 8)	Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		Amount of Underlying		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to purchase)	\$ 0.059	11/22/2013		A		6,250,000		(1)	11/22/2023	Common Stock	6,250,000	\$0	6,250,000	D	

## Explanation of Responses:

1. The options will vest in five equal installments, with the first installment vesting on November 22, 2013. The next four installments will vest on November 22, 2014, November 22, 2015, November 22, 2016, and November 22, 2017, subject to the following conditions: (i) the adoption by the Issuer of an amendment to the Issuer's 2012 Equity Compensation Plan (the "Plan"), approved by a vote of the shareholders of the Issuer, to increase the number of shares permitted to be granted under the Plan, and to put in place a stock option grant limitation in accordance with section 162(m) of the Internal Revenue Code of 1986, as amended; and (ii) the Reporting Person's continued employment with the Issuer.

/s/ Gary Williky12/05/2013\*\* Signature of Reporting<br/>PersonDate

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. 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 Number.