FORM 4

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 1(b).

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(h) of the Investment Company Act of 1940

OMB APPROVAL								
OMB Number:	3235-0287							
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1. Name and Address of Reporting Person* Cohen Scot			2. Issuer Name and Ticker or Trading Symbol Petro River Oil Corp. [PTRC.QB]	5. Relationship of Reporting Person(s) to Issuer					
	(Last) (First) (Middle) C/O PETRO RIVER OIL CORP., 1980 POST OAK BLVD., SUITE 2020		3. Date of Earliest Transaction (Month/Day/Year) 05/30/2014	(Check all applicable) X Director X 10% Owner X Officer (give Other (specify title below) below) Executive Chairman					
(Street) HOUSTON TX 77056 (City) (State) (Zip)			4. If Amendment, Date of Original Filed (Month/Day/Year)	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												
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code	3. Transaction Code (Instr. 8)		d of	or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (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		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Amount of		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)	(Instr. 4)	
Stock Option (right to purchase)	\$ 0.08	05/30/2014		P		9,375,000		05/30/2014	05/30/2017	Common Stock	9,375,000	\$ 0 ⁽¹⁾	9,375,000	D	
Stock Option (right to purchase)	\$ 0.059							(2)	11/20/2023	Common Stock	41,666,667		41,666,667	D	

Explanation of Responses:

- 1. The options were granted pursuant to an agreement (the "Agreement"), dated as of May 30, 2014, by and between the Issuer and Pearsonia West Investment Group, LLC ("PWIG"), in connection with the acquisition by the Issuer and PWIG of equity interests in Bandolier Energy, LLC ("Bandolier"). Mr. Cohen is a member of PWIG and pursuant to the terms of the Agreement has the option at any time prior to May 30, 2017 to exchange his pro rata share of PWIG's equity interest in Bandolier for shares of common stock of the Issuer at a price of \$0.08 per share.
- 2. The options will vest in five equal installments, with the first installment vested on November 20, 2013, and the next four installments vesting on November 20, 2014, November 20, 2015, November 20, 2016, and November 20, 2017.

<u>/s/ Scot Cohen</u> <u>06/09/2014</u>

** Signature of Reporting Person

Date

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.