

VICTORY ENERGY CORP

Reported by
BIGGERS MARK WENDELL

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/09/12 for the Period Ending 01/13/12

Address	112 N. CURRY STREET CARSON CITY, NV 89703-4934
Telephone	7029899735
CIK	0000700764
Symbol	VYFY
SIC Code	1311 - Crude Petroleum and Natural Gas
Industry	Oil & Gas Operations
Sector	Energy
Fiscal Year	12/31

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
OF SECURITIES**

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

1. Name and Address of Reporting Person * BIGGERS MARK WENDELL <small>(Last) (First) (Middle)</small> C/O VICTORY ENERGY CORPORATION, 20341 IRVINE AVENUE, SUITE D6 <small>(Street)</small> NEWPORT BEACH, CA 92660 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol VICTORY ENERGY CORP [VYEYD]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) CHIEF FINANCIAL OFFICER
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">1/13/2012</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> X Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY) 		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			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)
			Code	V	Amount	(A) or (D)	Price			

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		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				
10% Senior Secured Convertible Debenture	\$0.25	1/13/2012		P		40000		1/13/2012	(I)	Common Stock	40000	\$10,000 (2)	40000	D	
10% Senior Secured Convertible Debenture	\$0.25	1/13/2012		P		40000		1/13/2012	(I)	Common Stock	40000	\$10,000 (2)	80000	D	
10% Senior Secured Convertible Debenture	\$0.25	1/13/2012		P		40000		1/13/2012	(I)	Common Stock	40000	\$10,000 (2)	120000	D	
10% Senior Secured Convertible Debenture	\$0.25	1/13/2012		P		40000		1/13/2012	(I)	Common Stock	40000	\$10,000 (2)	160000	D	
10% Senior Secured Convertible Debenture	\$0.25	1/13/2012		P		40000		1/13/2012	(I)	Common Stock	40000	\$10,000 (2)	200000	D	
10% Senior Secured Convertible Debenture	\$0.25	1/13/2012		P		40000		1/13/2012	(I)	Common Stock	40000	\$10,000 (2)	240000	D	
10% Senior Secured Convertible Debenture	\$0.25	1/13/2012		P		20000		1/13/2012	(I)	Common Stock	20000	\$5,000 (2)	260000	D	

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		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				
Warrants	\$0.25	1/13/2012		P		200		1/13/2012	1/12/2017	Common Stock	200	(3)	260200	D	
Warrants	\$0.25	1/13/2012		P		200		1/13/2012	1/12/2017	Common Stock	200	(3)	260400	D	
Warrants	\$0.25	1/13/2012		P		200		1/13/2012	1/12/2017	Common Stock	200	(3)	260600	D	
Warrants	\$0.25	1/13/2012		P		200		1/13/2012	1/12/2017	Common Stock	200	(3)	260800	D	
Warrants	\$0.25	1/13/2012		P		200		1/13/2012	1/12/2017	Common Stock	200	(3)	270000	D	
Warrants	\$0.25	1/13/2012		P		200		1/13/2012	1/12/2017	Common Stock	200	(3)	270200	D	
Warrants	\$0.25	1/13/2012		P		100		1/13/2012	1/12/2017	Common Stock	100	(3)	270300	D	

Explanation of Responses:

- (1) The Debenture is convertible at any time, at the holder's election, until the Debenture is no longer outstanding. The maturity date of the Debentures is September 30, 2013, but may be extended at the sole discretion of the Issuer to December 31 2013.
- (2) On January 13, 2012, the reporting person participated in the Issuer's private placement of 450 Units to certain qualified investors. Each Unit is comprised of (i) a \$10,000 principal amount 10% Senior Secured Convertible Debenture, and (ii) a five-year warrant to purchase 200 shares of common stock. The Units are being offered at a purchase price of \$10,000 per Unit. The reporting person purchased six and on-half (6 1/2) Units for a total purchase price of \$65,000.
- (3) Warrants issued as part of the Units.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BIGGERS MARK WENDELL C/O VICTORY ENERGY CORPORATION 20341 IRVINE AVENUE, SUITE D6 NEWPORT BEACH, CA 92660			CHIEF FINANCIAL OFFICER	

Signatures

/s/ Mark Biggers

2/9/2012

Date

** Signature of Reporting Person

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.

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