

# VICTORY ENERGY CORP

Reported by  
**ZAMBER RONALD**

## FORM 5

(Annual Statement of Changes in Beneficial Ownership)

Filed 05/03/11 for the Period Ending 12/31/09

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 5

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL  
OMB Number: 3235-0362  
Expires: February 28, 2011  
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 Form 3 Holdings Reported  
 Form 4 Transactions Reported

### ANNUAL 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 *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>ZAMBER RONALD</b>			<b>VICTORY ENERGY CORP</b>			<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner		
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (MM/DD/YYYY)			<input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
<b>20341 IRVINE AVENUE, #D-6</b>			<b>12/31/2009</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>NEWPORT BEACH, CA 92660</b>						<input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(City)			(State)			(Zip)		

**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)
				Amount	(A) or (D)	Price			

**Table II - Derivative Securities Acquired, Disposed of, or 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 (MM/DD/YYYY)		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 at End of Issuer's Fiscal Year (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrants	\$ .25	3/31/2009		A	356000		3/31/2009	3/27/2024	Common Stock	356000	(1)	4049557	I	By James Capital Consulting, LLC (2)
Warrants	\$ .25	6/30/2009		A	80000		6/30/2009	6/26/2024	Common Stock	80000	(1)	4129557	I	By James Capital Consulting, LLC (2)
Warrants	\$ .25	9/30/2009		A	15200		9/30/2009	9/29/2024	Common Stock	15200	(1)	4144757	I	By James Capital Consulting, LLC (2)
Warrants	\$ .25	12/31/2009		A	97469		12/31/2009	12/27/2024	Common Stock	97469	(1)	4242226	I	By James Capital Consulting, LLC (2)
Warrants	\$ .01	12/31/2009		A	1200000		12/31/2009	12/30/2013	Common Stock	1200000	(3)	5442226	D	

**Explanation of Responses:**

- (1) Securities awarded to James Capital Consulting, LLC for services.
- (2) The securities are owned by James Capital Consulting, LLC. The reporting person holds a 50% interest in James Capital Consulting, LLC and is also the managing member. Reporting person disclaims beneficial ownership in the securities except to the extent of his pecuniary interest therein.
- (3) Warrants awarded for Mr. Zamber's service on the board of directors. Under the directors' compensation program, each board member earns 100,000 Warrants per month, which are awarded at the end of the fiscal year. The directors receive no other compensation for their service on the board.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>ZAMBER RONALD 20341 IRVINE AVENUE, #D-6 NEWPORT BEACH, CA 92660</b>	<b>X</b>			

**Signatures**

/s/ Edgar Trotter

5/3/2011

\*\* 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 control number.