

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

**FORM 10-K/A**  
(AMENDMENT NO. 3)

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2008  
or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

*Commission File No. - 001-33999*

**NORTHERN OIL AND GAS, INC.**

*(Exact Name of Registrant as Specified in Its Charter)*

**Nevada**

*(State or Other Jurisdiction of Incorporation or Organization)*

**95-3848122**

*(I.R.S. Employer Identification No.)*

**315 Manitoba Avenue – Suite 200, Wayzata, Minnesota 55391**

*(Address of Principal Executive Offices) (Zip Code)*

**952-476-9800**

*(Registrant's Telephone Number, Including Area Code)*

Securities registered pursuant to Section 12(b) of the Act:

<b>Title of Each Class</b>	<b>Name of Each Exchange On Which Registered</b>
Common Stock, \$0.001 par value	American Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:

**None**  
*(Title of Class)*

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  
Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act.  
Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a small reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer

Accelerated Filer

Non-Accelerated Filer

Smaller Reporting Company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter.

The aggregate market value of the registrant's voting and non-voting common equity held by non-affiliates of the registrant on the last business day of the registrant's most recently completed second fiscal quarter (based on the closing sale price as reported by the American Stock Exchange) was approximately \$261,247,772.

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date.

As of March 13, 2009, the registrant had 34,120,103 shares of common stock issued and outstanding.

#### DOCUMENTS INCORPORATED BY REFERENCE

No documents are incorporated herein by reference.

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## NORTHERN OIL AND GAS, INC.

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#### EXPLANATORY NOTE:

Northern Oil and Gas, Inc. is filing this Form 10-K/A (Amendment No. 3) to its Annual Report on Form 10-K for the year ended December 31, 2008 for the sole purpose of filing the additional exhibits listed in the accompanying Index to Exhibits.

This Form 10-K/A (Amendment No. 3) does not reflect events occurring after the filing of the Form 10-K or modify or update those disclosures affected by subsequent events. Except as expressly set forth in this Form 10-K/A (Amendment No. 3), our Annual Report on Form 10-K for the year ended December 31, 2008, as amended by our previously-filed Form 10-K/A (Amendment No. 1) and Form 10-K/A (Amendment No. 2), has not been amended, updated or otherwise modified.

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## PART IV

### Item 15. Exhibits and Financial Statement Schedules

(a) The following documents are filed as part of this report:

1. *Exhibits*

The exhibits listed in the accompanying Index to Exhibits are filed or incorporated by reference as part of the annual report, in addition to the exhibits previously filed or incorporated by reference pursuant to our Form 10-K filed on March 16, 2009, our Form 10-K/A (Amendment No. 1) filed on April 30, 2009, and our Form 10-K/A (Amendment No. 2) filed on May 18, 2009.

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## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

### NORTHERN OIL AND GAS, INC.

Date: June 23, 2009

By: /s/ Michael Reger  
Michael Reger  
Chief Executive Officer

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## INDEX TO EXHIBITS

<b>Exhibit Number</b>	<b>Description</b>	<b>Reference</b>
3.1	Composite Articles of Incorporation of Northern Oil and Gas, Inc.	Filed herewith
23.2	Consent of Ryder Scott Company, L.P., independent consulting petroleum engineers	Filed herewith
31.1	Certification of the Chief Executive Officer pursuant to Rule 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Filed herewith
31.2	Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Filed herewith

COMPOSITE  
ARTICLES OF INCORPORATION  
  
OF  
  
NORTHERN OIL AND GAS, INC.

We, the persons hereinafter named as incorporators, for the purpose of associating to establish a corporation, under the provisions and subject to the requirements of Title 7, Chapter 78 of Nevada Revised Statutes, and the acts amendatory thereof, and hereinafter sometimes referred to as the General Corporation Law of the State of Nevada, do hereby adopt and make the following Articles of Incorporation:

FIRST: The name of the corporation (hereinafter called the corporation) is

NORTHERN OIL AND GAS, INC.

SECOND: The principal office of the corporation within the State of Nevada is to be located at The Corporation Trust Company of Nevada, 6100 Neil Road, Suite 500, Reno, Nevada 89511.

THIRD: The nature of the business of the corporation and the objects or the purposes to be transacted, promoted or carried on are to engage in any lawful activity.

FOURTH: The amount of the total authorized capital stock of the corporation is One Hundred Thousand dollars (\$100,000), consisting of 100,000,000 shares of common voting stock at the par value of \$.001 per share. Said shares shall be fully-paid and nonassessable, shall not be subject to pre-emptive rights or cumulative voting.

FIFTH: The governing board of the corporation shall be styled as a "Board of Directors", and any member of said Board shall be styled as a "Director."

The number of members constituting the first Board of Directors of the corporation is Three; and the name and the post office address of each of said members are as follows:

<u>NAME</u>	<u>ADDRESS</u>
A. H. Wetzel, Jr.	1442 Irvine Boulevard, Ste. 120 Tustin, CA
Ray C. Wetzel	32811 Shiplside Drive Dana Point, CA
Norma Etchie	1442 Irvine Boulevard, Ste. 120 Tustin, CA

The number of directors of the corporation may be increased or decreased in the manner provided in the Bylaws of the corporation; provided, that no decrease shall be to a number less than that permitted by law. In the interim between annual and special meetings of stockholders entitled to vote, all vacancies, including vacancies caused by an increase in the number of directors and including vacancies resulting from the removal of directors by the stockholders entitled to vote which are not filled by said stockholders, may be filled by the remaining directors, though less than a quorum.

SIXTH: No shares of capital stock of the corporation and no shares of stock without par value of the corporation, as the case may be, shall, after the amount of the subscription price has been paid or after the par value of any shares of stock with par value which the corporation may be authorized to issue has been paid and/or after the consideration fixed by the Board of Directors for any shares of stock without par value which the corporation may be authorized to issue has been paid, be subject to assessment to pay the debts of the corporation. Any paid-up shares of stock of the corporation and any shares of stock of the corporation issued as fully paid-up, whether with par value and/or without par value shall not be assessable to assessed in any manner and for any cause.

SEVENTH: The name and the post office address of the incorporator signing these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Marion R. Diamond	5225 Wilshire Boulevard, Ste. 1000 Los Angeles, CA

EIGHTH: The corporation shall have perpetual existence.

NINTH: The holders of a majority of the outstanding shares of stock of the voting power shall constitute a quorum at a meeting of stockholders for the transaction of any business unless the action to be taken at the meeting shall require a greater proportion.

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to fix the amount to be reserved as working capital over and above its paid-in capital stock, to authorize and cause to be executed, mortgages and liens upon the real and personal property of the corporation.

TENTH: The corporation shall, to the fullest extent permitted by the General Corporation Law of Nevada, indemnify any and all persons whom it shall have power to indemnify under said Law from and against any and all of the expenses liabilities or other matters referred to in or covered by said Law, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure the benefit of the heirs, executors and administrators of such a person. The corporation may purchase and maintain insurance on behalf of any such person against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability.

ELEVENTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

TWELVE: Meetings of stockholders may be held outside the State of Nevada if the by-laws so provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Nevada at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation.

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**CONSENT OF RYDER SCOTT COMPANY, L.P.**

We hereby consent to the use of the name of Ryder Scott Company, L.P., to references to Ryder Scott Company, L.P., as independent consulting petroleum engineers, to the inclusion or incorporation by reference of information taken from our report "*Northern Oil and Gas, Inc. – Estimated Future Reserves and Income Attributable to Certain Leasehold and Royalty Interests – SEC Parameters – As of December 31, 2008,*" and to references to such report in the Northern Oil and Gas, Inc. Annual Report on Form 10-K for the year ended December 31, 2008, and in the registration statements on Form S-8 (File No. 333-148333) and Form S-3 (File Nos. 333-156458 and 333-158320). We further consent to our being named as an expert in each such registration statement and in each prospectus to which any such registration statement relates.

RYDER SCOTT COMPANY, L.P.

*/s/ Ryder Scott Company, L.P.*

Denver, Colorado  
June 23, 2009

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**CERTIFICATION OF CHIEF EXECUTIVE OFFICER**

I, Michael L. Reger, Chief Executive Officer of Northern Oil and Gas, Inc., certify that:

1. I have reviewed this annual report on Form 10-K of Northern Oil and Gas, Inc. for the year ended December 31, 2008; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Dated: June 23, 2009

By: /s/ Michael L. Reger

Michael L. Reger  
Chief Executive Officer

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**CERTIFICATION OF CHIEF FINANCIAL OFFICER**

I, Ryan R. Gilbertson, Chief Financial Officer of Northern Oil and Gas, Inc., certify that:

1. I have reviewed this annual report on Form 10-K of Northern Oil and Gas, Inc. for the year ended December 31, 2008; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Dated: June 23, 2009

By: /s/ Ryan R. Gilbertson  
Ryan R. Gilbertson  
Chief Financial Officer

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