

ARENA RESOURCES INC  
Form 10-Q/A  
February 15, 2006

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

FORM 10-Q/A  
Amendment No. 1

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934  
For the Quarterly Period Ended June 30, 2005

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES  
EXCHANGE ACT OF 1934  
OR  
FOR THE TRANSITION PERIOD From \_\_\_\_\_ to \_\_\_\_\_.  
Commission File Number 001-31657

**ARENA RESOURCES, INC.**

(Exact name of registrant as specified in its charter)

Nevada  
(State or other jurisdiction of  
Incorporation or organization)

73-1596109  
(I.R.S. Employer  
Identification No.)

4920 South Lewis Street, Suite 107  
Tulsa, Oklahoma 74105  
(Address of principal executive offices)

(918) 747-6060  
(Issuer's telephone number)

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 past 12 months, and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act):  Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practical date:

As of July 28, 2005, the Company had outstanding 11,425,045 shares of common stock (\$0.001 par value).

**INDEX**

**Arena Resources, Inc.**  
For the Quarter Ended June 30, 2005

	<b><u>Page</u></b>
Part I. Financial Information	
Item 1. Financial Statements (Unaudited)	3
Condensed Balance Sheets as of June 30, 2005 and December 31, 2004 (Unaudited)	4
Condensed Statements of Operations for the Three and Six Months Ended June 30, 2005 and 2004 (Unaudited)	5
Condensed Statements of Cash Flows for the Six Months Ended June 30, 2005 and 2004 (Unaudited)	6
Notes to Condensed Financial Statements (Unaudited)	7
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	14
Item 3. Quantitative and Qualitative Disclosures About Market Risk	18
Item 4. Controls and Procedures	19
Part II. Other Information	
Item 1. Legal Proceedings	20
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds	20
Item 3. Defaults Upon Senior Securities	20
Item 4. Submission of Matters to a Vote of Security Holders	20
Item 5. Other Information	20
Item 6. Exhibits	20
Signatures	21

**Explanatory Note to Amendment No. 1**

The purpose of this Amendment No. 1 to the Quarterly Report on Form 10-Q of Arena Resources, Inc. (the Company) for the three and six months ended June 30, 2005 (the Original Form 10-Q) is to (i) record an adjusted value (adjusted to market value on the date of issuance) of 40,000 shares of the Company's common stock originally issued as a finders fee in connection with the acquisition of property and capitalized as part of our properties subject to amortization, and (ii) restate our financial statements to reflect a change in how we account for compensation expenses associated with options granted to employees under our stock option plan.

Adjusting the capitalized value of our properties subject to amortization was negligible (\$35,217) and had no impact on our amortization expenses or net income for the quarter or six months ended June 30, 2004 or June 30, 2005 as reported in this Form 10-Q.

The change in how we account for compensation expenses associated with options granted to employees essentially results in our recognition of compensation expense related to the discount amount of the exercise price of the option from the market price of the stock at the date of grant over the vesting period. The discount on all options granted through December 31, 2004 has been 15%, and the vesting period has been five years. The result of these changes is that our general and administrative expenses (which include our current compensation expense) for the quarter and six months ended June 30, 2004 and June 30, 2005 have increased, with a resulting reduction in our net income after taxes. The effect of this change on our net income after taxes is to reduce our net income for the three months ended June 30, 2004 by \$27,886 (from \$548,548 to \$520,662), which results in a reduction of basic earnings per share from \$0.08 to \$0.07 and to diluted earnings per share from \$0.07 to \$0.06, and for the three months ended June 30, 2005 by \$16,874 (from \$1,731,974 to \$1,715,100) which results in no change to the basic or diluted earnings per share, and for the six months ended June 30, 2004 by \$75,130 (from \$858,190 to \$783,060), which results in a reduction of basic earnings per share from \$0.12 to \$0.11 and to diluted earnings per share from \$0.11 to \$0.10, and for the six months ended June 30, 2005 by \$43,427 (from \$3,045,227 to \$3,001,800), which results in no change to the basic earnings per share and a reduction of diluted earnings per share from \$0.27 to \$0.26.

**Part I Financial Information**

**Item I. Financial Statements:**

The condensed financial statements included herein have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to such rules and regulations, although the Company believes that the disclosures are adequate to make the information presented not misleading.

In the opinion of the Company, all adjustments, consisting of only normal recurring adjustments, necessary to present fairly the financial position of the Company and the results of its operations and its cash flows have been made. The results of its operations and its cash flows for the three and six months ended June 30, 2005 are not necessarily indicative of the results to be expected for the year ending December 31, 2005.

**ARENA RESOURCES, INC.**  
**CONDENSED BALANCE SHEETS**  
**(UNAUDITED)**  
**(As Restated Note 2)**

	June 30, 2005	December 31, 2004
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash	\$ 1,405,168	\$ 1,253,969
Accounts receivable	1,599,231	1,149,513
Joint interest billing receivable	85,187	61,805
Prepaid expenses	33,136	33,136
<b>Total Current Assets</b>	<b>3,122,722</b>	<b>2,498,423</b>
<b>Property and Equipment, Using Full Cost Accounting</b>		
Oil and gas properties subject to amortization	41,634,558	34,457,137
Deposit on property acquisition	359,655	-
Drilling advances	75,335	900,000
Equipment	26,687	26,687
Office equipment	87,194	60,401
<b>Total Property and Equipment</b>	<b>42,183,429</b>	<b>35,444,225</b>
Less: Accumulated depreciation and amortization	(2,470,006)	(1,565,124)
<b>Net Property and Equipment</b>	<b>39,713,423</b>	<b>33,879,101</b>
<b>Total Assets</b>	<b>\$ 42,836,145</b>	<b>\$ 36,377,524</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>Current Liabilities</b>		
Accounts payable	\$ 2,153,618	\$ 1,805,865
Accrued liabilities	48,403	34,800
<b>Total Current Liabilities</b>	<b>2,202,021</b>	<b>1,840,665</b>
<b>Long-Term Liabilities</b>		
Notes payable	5,000,000	10,000,000
Notes payable to related parties	400,000	400,000
Put option	29,163	95,033
Asset retirement liability	1,317,318	1,267,993
Deferred income taxes	3,742,949	1,971,990
<b>Total Long-Term Liabilities</b>	<b>10,489,430</b>	<b>13,735,016</b>
<b>Stockholders' Equity</b>		
Preferred stock - \$0.001 par value; 10,000,000 shares authorized; no shares issued or outstanding	-	-
Common stock - \$0.001 par value; 100,000,000 shares authorized; 10,452,471 shares and 9,132,910 shares outstanding, respectively	10,453	9,133
Additional paid-in capital	22,308,218	15,258,352
Options and warrants outstanding	2,433,761	3,213,159
Deferred compensation	(165,014)	(234,277)
Retained earnings	5,557,276	2,555,476

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<b>Total Stockholders' Equity</b>	30,144,694	20,801,843
<b>Total Liabilities and Stockholders' Equity</b>	\$ 42,836,145	\$ 36,377,524

See the accompanying notes to unaudited condensed financial statements.

**ARENA RESOURCES, INC.**  
**CONDENSED STATEMENTS OF OPERATIONS**  
**(UNAUDITED)**  
**(As Restated Note 2)**

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2005	2004	2005	2004
<b>Oil and Gas Revenues</b>	\$ 4,628,554	\$ 1,792,414	\$ 8,543,289	\$ 2,992,814
<b>Costs and Operating Expenses</b>				
Oil and gas production costs	626,199	403,531	1,438,436	719,820
Oil and gas production taxes	374,397	133,026	661,114	211,733
Depreciation, depletion and amortization	483,283	204,706	904,882	315,826
General and administrative expense	300,512	208,044	612,367	461,596
<b>Total Costs and Operating Expenses</b>	1,784,391	949,307	3,616,799	1,708,975
<b>Other Income (Expense)</b>				
Gain from change in fair value of put options	(8,176)	2,905	65,870	2,905
Accretion expense	(27,254)	(12,770)	(49,325)	(25,065)
Interest expense	(76,877)	(58,998)	(170,276)	(68,111)
<b>Net Other Income (Expense)</b>	(112,307)	(68,863)	(153,731)	(90,271)
<b>Income Before Provision for Income Taxes</b>	2,731,856	774,244	4,772,759	1,193,568
<b>Provision for Deferred Income Taxes</b>	(1,016,756)	(253,582)	(1,770,959)	(410,508)
<b>Net Income</b>	\$ 1,715,100	\$ 520,662	\$ 3,001,800	\$ 783,060
<b>Basic Net Income Per Common Share</b>	0.17	0.07	0.30	0.11
<b>Diluted Net Income Per Common Share</b>	0.15	0.06	0.26	0.10

See the accompanying notes to unaudited condensed financial statements.

**ARENA RESOURCES, INC.**  
**CONDENSED STATEMENTS OF CASH FLOWS**  
**(UNAUDITED)**  
**(As Restated Note 2)**

<i>For the Six Months Ended June 30,</i>	<b>2005</b>	<b>2004</b>
<b>Cash Flows From Operating Activities</b>		
Net income	\$ 3,001,800	\$ 783,060
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation, depletion and amortization	904,882	315,826
Provision for income taxes	1,770,959	410,508
Gain from change in fair value of put option	(65,870)	(2,905)
Loss on sale of equipment	-	5,585
Amortization of deferred compensation	69,263	119,825
Accretion of discounted liabilities	49,325	57,511
Changes in assets and liabilities:		
Accounts and joint interest receivable	(473,100)	(310,304)
Prepaid expenses	-	(4,629)
Accounts payable and accrued liabilities	361,356	102,657
<b>Net Cash Provided by Operating Activities</b>	<b>5,618,615</b>	<b>1,477,134</b>
<b>Cash Flows from Investing Activities</b>		
Proceeds from sale of equipment	-	10,500
Purchase and development of oil and gas properties	(6,453,296)	(1,550,090)
Purchase of office equipment	(26,793)	(18,035)
<b>Net Cash Used in Investing Activities</b>	<b>(6,480,089)</b>	<b>(1,557,625)</b>
<b>Cash Flows From Financing Activities</b>		
Offering costs incurred	-	(204,701)
Proceeds from exercise of warrants	6,012,673	130,500
Issuance of note payable	-	1,000,000
Payment of notes payable	(5,000,000)	-
<b>Net Cash Provided by (Used in) Financing Activities</b>	<b>1,012,673</b>	<b>925,799</b>
<b>Net Increase in Cash</b>	<b>151,199</b>	<b>845,308</b>
<b>Cash at Beginning of Period</b>	<b>1,253,969</b>	<b>1,076,676</b>
<b>Cash at End of Period</b>	<b>\$ 1,405,168</b>	<b>\$ 1,921,984</b>
<b>Supplemental Cash Flow Information</b>		
Cash paid for interest	\$ 170,276	\$ 19,836
<b>Non-Cash Investing and Financing Activities</b>		
Common stock issued for properties	\$ 261,245	\$ -
Asset retirement obligation incurred in property acquisition	-	32,447
Acquisition of property financed through note payable	-	9,008,440

See the accompanying notes to unaudited condensed financial statements.

ARENA RESOURCES, INC.  
NOTES TO UNAUDITED CONDENSED FINANCIAL STATEMENTS  
JUNE 30, 2005

**NOTE 1 BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES**

**Condensed Financial Statements** The accompanying condensed financial statements have been prepared by the Company and are unaudited. In the opinion of management, the accompanying unaudited financial statements contain all adjustments necessary for fair presentation, consisting of normal recurring adjustments, except as disclosed herein.

The accompanying unaudited interim financial statements have been condensed pursuant to the rules and regulations of the Securities and Exchange Commission; therefore, certain information and disclosures generally included in financial statements have been condensed or omitted. The condensed financial statements should be read in conjunction with the Company's annual financial statements included in its annual report on Form 10-KSB as of December 31, 2004. The financial position and results of operations for the three and six months ended June 30, 2005 are not necessarily indicative of the results to be expected for the full year ending December 31, 2005.

**Nature of Operations** The Company owns interests in oil and gas properties located in Oklahoma, Texas, Kansas and New Mexico. The Company is engaged primarily in the acquisition, exploration and development of oil and gas properties and the production and sale of oil and gas.

**Use of Estimates** The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**Oil and Gas Properties** The Company uses the full cost method of accounting for oil and gas properties. Under this method, all costs associated with acquisition, exploration, and development of oil and gas reserves are capitalized. Costs capitalized include acquisition costs, geological and geophysical expenditures, lease rentals on undeveloped properties and costs of drilling and equipping productive and non-productive wells. Drilling costs include directly related overhead costs. Capitalized costs are categorized either as being subject to amortization or not subject to amortization.

All capitalized costs of oil and gas properties, including the estimated future costs to develop proved reserves and estimated future costs of abandonment and site restoration, are amortized on the unit-of-production method using estimates of proved reserves as determined by independent engineers. Investments in unproved properties and major development projects are not amortized until proved reserves associated with the projects can be determined. The Company evaluates oil and gas properties for impairment at least quarterly. Amortization expense for the six months ended June 30, 2005 was \$904,882 based on depletion at the rate of \$4.50 per barrel of oil equivalent compared to \$315,826 based on depletion at the rate of \$3.57 per barrel of oil equivalent for the six months ended June 30, 2004. These amounts include \$8,815 and \$7,330 of depreciation on equipment during the six months ended June 30, 2005 and 2004, respectively.

In addition, capitalized costs are subject to a ceiling test which limits such costs to the estimated present value of future net revenues from proved reserves, discounted at a 10-percent interest rate, based on current economic and operating conditions, plus the lower of cost or fair market value of unproved properties. Consideration received from sales or transfers of oil and gas property is accounted for as a reduction of capitalized costs. Revenue is not recognized in connection with contractual services performed in connection with properties in which the Company holds an ownership interest.



**ARENA RESOURCES, INC.**  
**NOTES TO UNAUDITED CONDENSED FINANCIAL STATEMENTS**  
**JUNE 30, 2005**

**Income Per Common Share** Basic income per common share is computed by dividing net income by the weighted-average number of common shares outstanding during the period. Diluted income per share reflects the potential dilution that could occur if all contracts to issue common stock were converted into common stock, except for those that are anti-dilutive.

**Concentration of Credit Risk and Major Customer** The Company currently has cash in excess of federally insured limits at June 30, 2005. During the six months ended June 30, 2005, sales to two customers represented 56% and 17%, respectively. At June 30, 2005, these two customers made up 67% and 16% of accounts receivable, respectively.

**Stock-Based Employee Compensation** The Company applies the recognition and measurement principles of Accounting Principles Board Opinion No. 25, *Accounting for Stock Issued to Employees* (APB 25) and related interpretations in accounting for its stock-based compensation awards to employees. The Company recognizes compensation expense related to the 15% discount amount of the exercise price from the market price of the stock at the date of grant over the five year vesting period of the options. The Company recognized compensation expense for the three months ended June 30, 2005 and 2004 of \$26,913 and \$44,475, respectively and for the six months ended June 30, 2005 and 2004 of \$69,263 and \$119,825, respectively.

Alternately, Statement of Financial Accounting Standards No. 123, *Accounting for Stock-Based Compensation* (SFAS No. 123), allows companies to recognize compensation expense over the related service period based on the grant date fair value of the stock option awards. The following table illustrates the effect on net income and basic and diluted income per common share if the Company had applied the fair value recognition provisions of SFAS No. 123 to stock-based employee compensation:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2005	2004	2005	2004
Net income, as reported	\$ 1,715,100	\$ 520,662	\$ 3,001,800	\$ 783,060
Add: Stock based employee compensation expense included in net income, net of related tax effects	16,874	27,886	43,427	75,130
Deduct: Total stock-based employee compensation expense determined under the fair value based method for all awards, net of related tax effects	(126,216)	(75,098)	(278,433)	(202,197)
<b>Pro Forma Net Income</b>	<b>\$ 1,605,758</b>	<b>\$ 473,450</b>	<b>\$ 2,766,794</b>	<b>\$ 655,993</b>
<b>Income per Common Share</b>				
Basic, as reported	\$ 0.17	\$ 0.07	\$ 0.30	\$ 0.11
Basic, pro forma	0.15	0.07	0.27	0.09
Diluted, as reported	0.15	0.06	0.26	0.10
Diluted, pro forma	0.14	0.06	0.24	0.08

**ARENA RESOURCES, INC.**  
**NOTES TO UNAUDITED CONDENSED FINANCIAL STATEMENTS**  
**JUNE 30, 2005**

**NOTE 2 RESTATEMENT OF FINANCIAL STATEMENTS**

During 2003, the Company granted nonqualified stock options to directors and employees to purchase 1,000,000 shares of common stock. The exercise price was 85% of the market value of the Company's common stock on the dates issued and the options vest over a five-year period. In reliance upon FASB Interpretation No. 44, *Accounting for Certain Transactions Involving Stock Compensation*, the Company considered the 15% discount from the market price of the Company's common stock to be reasonable in determining the fair value of the common stock and determined that the time permitted for exercise of the stock options was limited to a reasonable period; therefore, the Company did not recognize any stock-based compensation from the grant of these stock options. However, the Company has recently reevaluated its conclusion with regard to the time permitted for exercise of the stock options and has determined that the five year vesting period is not a reasonable period. As a result, the discount from market value is stock-based compensation. The stock-based compensation is being recognized over the five-year vesting period of the options.

In addition, the Company recently determined that it did not recognize 40,000 shares of common stock that were issued as a finder's fee at their fair value during 2004. The fair value of the common stock has been determined by the market value of the Company's common stock on the date the shares were issued. The fair value of the finder's fee was capitalized as part of the acquisition of oil and gas properties subject to amortization.

The Company has restated its financial statements for the three and six months ended June 30, 2005 and 2004 to reflect the effects of these adjustments. As a result of the restatement, the Company recognized additional compensation expense of \$26,913 and \$44,475 during the three months ended June 30, 2005 and 2004, respectively and \$69,263 and \$119,825 during the six months ended June 30, 2005 and 2004, respectively. The cost of oil and gas properties subject to amortization was increased by of \$35,217 and stockholders' equity was increased by \$219,056 at June 30, 2005. The following tables summarize the effect of the restatement on the financial statements for the reporting period June 30, 2005:

	As Previously Stated	Effect of Restatement	As Restated
<b>For the Three Months Ended June 30, 2005</b>			
General and administrative expense	\$ 273,599	\$ 26,913	\$ 300,512
Income before provision for income taxes	2,758,769	(26,913)	2,731,856
Provision for deferred income taxes	(1,026,795)	10,039	(1,016,756)
Net income	1,731,974	(16,874)	1,715,100
Basic income per common share	0.17	-	0.17
Diluted income per common share	0.15	-	0.15
<b>For the Three Months Ended June 30, 2004</b>			
General and administrative expense	\$ 163,569	\$ 44,475	\$ 208,044
Income before provision for income taxes	818,719	(44,475)	774,244
Provision for deferred income taxes	(270,171)	16,589	(253,582)
Net income	548,548	(27,886)	520,662
Basic income per common share	0.08	(0.01)	0.07
Diluted income per common share	0.07	(0.01)	0.06

**ARENA RESOURCES, INC.**  
**NOTES TO UNAUDITED CONDENSED FINANCIAL STATEMENTS**  
**JUNE 30, 2005**

	As Previously Stated	Effect of Restatement	As Restated
<b>For the Six Months Ended June 30, 2005</b>			
General and administrative expense	\$ 543,104	\$ 69,263	\$ 612,367
Income before provision for income taxes	4,842,022	(69,263)	4,772,759
Provision for deferred income taxes	(1,796,795)	25,836	(1,770,959)
Net income	3,045,227	(43,427)	3,001,800
Basic income per common share	0.30	-	0.30
Diluted income per common share	0.27	(0.01)	0.26
<b>For the Six Months Ended June 30, 2004</b>			
General and administrative expense	\$ 341,771	\$ 119,825	\$ 461,596
Income before provision for income taxes	1,313,393	(119,825)	1,193,568
Provision for deferred income taxes	(455,203)	44,695	(410,508)
Net income	858,190	(75,130)	783,060
Basic income per common share	0.12	(0.01)	0.11
Diluted income per common share	0.11	(0.01)	0.10
<b>As of June 30, 2005</b>			
Property and equipment, net	\$ 39,678,206	\$ 35,217	\$ 39,713,423
Total assets	42,800,928	35,217	42,836,145
Deferred income taxes	3,926,788	(183,839)	3,742,949
Total long-term liabilities	10,673,269	(183,839)	10,489,430
Additional paid-in capital	22,273,001	35,217	22,308,218
Options and warrants outstanding	1,773,761	660,000	2,433,761
Deferred compensation	-	(165,014)	(165,014)
Retained earnings	5,868,423	(311,147)	5,557,276
Total stockholders' equity	29,925,638	219,056	30,144,694

**NOTE 3 EARNINGS PER SHARE INFORMATION**

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2005	2004	2005	2004
Net Income	\$ 1,715,100	\$ 520,662	\$ 3,001,800	\$ 783,060
Basic Weighted-Average Common Shares Outstanding	10,361,226	7,183,855	10,078,555	7,173,795
Effect of dilutive securities				
Warrants	825,567	627,099	912,374	539,477
Stock options	487,371	334,530	472,449	300,456
Diluted Weighted-Average Common Shares Outstanding	11,674,164	8,145,484	11,463,378	8,013,728
Basic Income Per Common Share				
Net income	0.17	0.07	0.30	0.11
Diluted Income Per Common Share				
Net Income	0.15	0.06	0.26	0.10

ARENA RESOURCES, INC.  
NOTES TO UNAUDITED CONDENSED FINANCIAL STATEMENTS  
JUNE 30, 2005

**NOTE 4 ACQUISITION OF OIL AND GAS PROPERTIES**

On March 24, 2005, the Company entered into a definitive agreement to acquire approximately 18,000 acres in Hamilton and Greeley counties, Kansas. On March 16, 2005, the Company issued 20,000 shares, valued at \$261,600 or \$13.08 per share, of restricted common stock as partial payment for this acquisition. The Company has also paid cash in the amount of \$98,055 for the acquisition. The acquisition has not yet been closed, but is anticipated to be closed in July 2005. Upon closing, the Company will pay the balance of approximately \$175,000.

As discussed in Note 9, subsequent to June 30, 2005, the Company paid an additional \$168,000 of the approximate \$175,000.

On May 7, 2004, the Company acquired an 82.24% working interest, 67.60% net revenue interest, in the East Hobbs San Andres Property mineral lease ( East Hobbs ) located in Lea County, New Mexico. Although the Purchase and Sales Agreement transferred the revenue and the related operating costs from East Hobbs to Arena beginning March 1, 2004, Arena did not control the property interests until May 7, 2004. As a result, the acquisition date for accounting purposes was May 7, 2004 and the East Hobbs operations have been included in the results of operations of Arena from May 7, 2004. Revenues and operating costs for the months of March and April were treated as adjustments to the purchase price.

At the date of acquisition, East Hobbs was comprised of 21 operating oil and gas wells that were unitized into one lease prior to the acquisition. The Company purchased East Hobbs for its current production and cash flow, as well as for the drilling and secondary recovery opportunities from the property. The Company paid \$10,008,440 to the sellers, including \$9,008,440 paid directly from borrowings under a credit facility and a bridge financing from a bank described more fully in Note 4. In addition, the Company paid acquisition costs of \$28,000 and issued 40,000 shares of common stock valued at \$239,750, or \$5.99 per share, as a finder's fee on the East Hobbs San Andres Property acquisition.

On November 18, 2004, Arena Resources, Inc. entered into a binding letter of intent to acquire 100% of the working interest, 75% of the net revenue interest, of the Fuhrman-Mascho Property mineral leases under the terms of a Asset Purchase Agreements (the Agreements ). Under the terms of the Agreements, the sellers transferred effective control of the property to the Company on December 1, 2004 without restrictions. Accordingly, the acquisition date was December 1, 2004. The results of operations of the Fuhrman-Mascho property have been included in the results of operations of the Company from December 1, 2004.

At the date of acquisition, Fuhrman-Mascho property consisted of 84 leases with a total of 174 operating oil and gas wells. The Company purchased Fuhrman-Mascho for its current production and cash flow, as well as for the drilling and development opportunities from the property. On December 20, 2004, the Company made cash payments to the sellers of \$9,667,381, issued the sellers 149,658 shares of common stock valued at \$1,050,091 or \$7.00 per share based on the market value of the common stock over the 2-day period before and after November 18, 2004, issued the sellers put options entitling the sellers to demand that the Company reacquire the 149,658 shares of common stock at \$7.00 per share from November 1, 2006 through November 30, 2006, and received call options from the sellers entitling the Company to reacquire the 149,658 shares of common stock at \$8.50 per share from the date issued through November 1, 2006. In addition, the Company paid acquisition costs of \$44,421 and issued 30,000 shares of common stock as a consulting and finder's fee, valued at \$210,000, or \$7.00 per share. The consideration paid or issued on December 20, 2004 was discounted to December 1, 2004 at 5% and resulted in recognition of an unamortized discount of \$30,000 at December 1, 2004. The acquisition was funded through the use of cash on hand and a credit facility secured from the Company's principal lender.

The following unaudited pro forma information is presented to reflect the operations of the Company as if the acquisitions of the East Hobbs and the Fuhrman-Mascho properties had been completed on January 1, 2004:

**ARENA RESOURCES, INC.**  
**NOTES TO UNAUDITED CONDENSED FINANCIAL STATEMENTS**  
**JUNE 30, 2005**

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2005	2004	2005	2004
Oil and Gas Revenues	\$ 4,628,554	\$ 2,434,480	\$ 8,543,289	\$ 4,552,907
Net Income	1,715,100	533,937	3,001,800	1,001,197
Income Per Common Share				
Basic Net Income Per Common Share	\$ 0.17	\$ 0.07	\$ 0.30	\$ 0.14
Diluted Net Income Per Common Share	0.15	0.07	0.26	0.12

**NOTE 5 NOTES PAYABLE**

In 2004 the Company established a \$25,000,000 credit facility from a bank with a \$15,000,000 borrowing base. Any increases in the borrowing base are subject to written consent by the financial institution. The interest rate is a floating rate equal to the 30, 60 or 90 day LIBOR rate plus 2.25%, currently 5.04% per annum, and is payable monthly. Annual fees for the facility were 1/8 of one percent of the unused portion of the borrowing base. Amounts borrowed under the revolving credit facility are due in April 2007. The revolving credit facility is secured by the Company's principal mineral interests. In order to obtain the revolving credit facility, loans from two officers were subordinated to the position of the bank. The Company is required under the terms of the credit facility to maintain a tangible net worth of \$12,000,000, maintain a 5-to-1 ratio of income before interest, taxes, depreciation, depletion and amortization to interest expense and maintain a current asset to current liability ratio of 1-to-1. During the six months ended June 30, 2005, the Company paid a total of \$5,000,000 of the amounts borrowed during 2004, using the proceeds from the exercise of warrants for the Company's common stock. As of June 30, 2005, \$5,000,000 remained outstanding on this credit facility.

Effective April 30, 2005, the Company entered into an agreement that increased its credit facility to \$50,000,000, with an increased borrowing base of \$35,000,000. At that time, the annual fee for the unused portion of the borrowing base was removed, the tangible net worth the Company must maintain was increased to \$18,000,000 and the maturity date changed to April 30, 2008. All other terms and conditions of the credit facility remained the same.

On February 21, 2005, two officers of the Company and the Board of Directors agreed to an extension of the \$400,000 notes payable to the two officers to July 1, 2006, under the same terms as the original notes.

**NOTE 6 ASSET RETIREMENT OBLIGATION**

The Company provides for the obligation to plug and abandon oil and gas wells at the dates properties are acquired or the wells are drilled. The asset retirement obligation is adjusted each quarter for any liabilities incurred or settled during the period, accretion expense and any revisions made to the estimated cash flows. The reconciliation of the asset retirement obligation for the six months ended June 30, 2005 is as follows:

Balance, January 1, 2005	\$ 1,267,993
Accretion expense	49,325
<hr/>	
Balance, June 30, 2005	\$ 1,317,318

ARENA RESOURCES, INC.  
NOTES TO UNAUDITED CONDENSED FINANCIAL STATEMENTS  
JUNE 30, 2005

**NOTE 7 STOCKHOLDERS EQUITY**

**Warrants exercised** During the six months ended June 30, 2005, the Company issued 1,299,916 shares of common stock for the exercise of warrants resulting in proceeds of \$6,012,673. Exercise prices ranged from \$1.75 to \$7.32.

**Shares issued in property acquisition** During the six months ended June 30, 2005, the Company issued 20,000 shares of restricted common stock, valued at \$261,600, or \$13.08 per share, as part of the acquisition cost for leasing acreage in Kansas as disclosed in Note 4.

**Options issued** On January 1, 2005, the Company granted nonqualified stock options to directors and employees to purchase 375,000 shares of common stock at \$8.30 per share through July 1, 2010. The pro forma stock-based employee compensation expense determined under the fair value method for these options, net of related tax effects, for the year ending December 31, 2005 would be \$323,126.

**Warrants extended** On June 30, 2005, the Company extended the expiration date of 36,250 warrants with an exercise price of \$1.75. The warrants were set to expire June 30, 2005 and were extended an additional six months to December 31, 2005. The incremental value associated with the extension of these warrants was determined to be immaterial.

**NOTE 8 CONTINGENCIES AND COMMITMENTS**

**Standby Letters of Credit** A commercial bank has issued standby letters of credit on behalf of the Company to the states of Texas, Oklahoma, New Mexico and Kansas totaling \$299,029 to allow the Company to do business in those states. The standby letters of credit are valid through May 2006 and are collateralized by the revolving credit facility with the bank. The Company intends to renew the standby letters of credit for as long as the Company does business in those states. No amounts have been drawn under the standby letters of credit.

**NOTE 9 SUBSEQUENT EVENTS**

Subsequent to June 30, 2005, warrant holders exercised 1,700 warrants with an exercise price of \$1.75 per share.

Subsequent to June 30, 2005, the Company closed an equity offering including the sale of 970,874 shares of common stock at a price of \$10.30 per share, for gross proceeds of \$10,000,000. Additionally, the Company assigned 149,658 call options to the investors.

Subsequent to June 30, 2005, the Company paid \$5,000,000 to repay the outstanding amount on the company's line of credit.

Subsequent to June 30, 2005, the Company paid \$168,000 of the remaining cost for the acquisition of the property in Kansas as discussed in Note 4.

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

*Results of Operations For the Three Months Ended June 30, 2005*

*Oil and natural gas sales.* For the three months ended June 30, 2005, oil and natural gas sales revenue increased \$2,836,140 to \$4,628,554, compared to \$1,792,414 for the same period during 2004. Oil sales increased \$2,531,574 and natural gas sales increased \$304,566. The increases were the result of our acquisitions in 2004, increased sales volumes and average realized sales prices. For the three months ended June 30, 2005, oil sales volume increased 47,570 barrels to 92,233 barrels, compared to 44,663 barrels for the same period in 2004. The average realized per barrel oil price increased 25% from \$36.02 for the three months ended June 30, 2004 to \$44.97 for the three months ended June 30, 2005. For the three months ended June 30, 2005, gas sales volume increased 44,175 thousand cubic feet (MCF) to 84,968 MCF, compared to 40,793 MCF for the same period in 2004. The average realized natural gas price per MCF increased 51% from \$3.76 for the three months ended June 30, 2004 to \$5.66 for the three months ended June 30, 2005.

*Lease operating expenses.* Our lease operating expenses increased from \$403,531 or \$8.42 per barrel of oil equivalent (BOE) for the three months ended June 30, 2004 to \$626,199 or \$5.89 per BOE for the three months ended June 30, 2005. The increase in total was due to properties acquired after the first quarter 2004.

*Production taxes.* Our production taxes as a percentage of oil and natural gas sales increased from 7% during the three months ended June 30, 2004 to 8% for the three months ended June 30, 2005. Production taxes vary from state to state. Therefore, these taxes are likely to vary in the future depending on the mix of production we generate from various states, as well as the possibility that any state may adjust its production tax.

*Depreciation, depletion and amortization.* Our depreciation, depletion and amortization expense increased by \$278,577 to \$483,283 for the three months ended June 30, 2005, compared to the same period in 2004. The increase was a result of an increase in volume and in the average depreciation, depletion and amortization rate from \$3.49 per BOE during the three months ended June 30, 2004 to \$4.50 per BOE during the three months ended June 30, 2005. The increased depreciation, depletion and amortization rate was the result of a revision to our reserves and increased capitalized costs and development costs from the properties acquired in 2004.

*General and administrative expenses.* General and administrative expenses increased by \$92,468 to \$300,512 for the three months ended June 30, 2005, compared to the same period in 2004. This increase was primarily related to increases in compensation expense associated with an increase in personnel required to administer our growth.

*Interest expense (net of interest income).* Interest expense increased \$17,879 to \$76,877 for the three months ended June 30, 2005 when compared to the same period in 2004. The increase was due to an increase in outstanding debt with the use of our credit facility in our latest acquisition.

*Income tax expense.* Our effective tax rate was 37% during the three months ended June 30, 2004 and remained steady at 37% for the three months ended June 30, 2005.

*Net income.* Net income increased from \$520,662 for the three months ended June 30, 2004 to \$1,715,100 for 2005. The primary reasons for this increase include the acquisitions we made in 2004, development of our properties, an increase in volumes sold and higher crude oil prices between periods, partially offset by higher lease operating expense, general and administrative expense and income tax expense due to our growth.

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### *Results of Operations For the Six Months Ended June 30, 2005*

*Oil and natural gas sales.* For the six months ended June 30, 2005, oil and natural gas sales revenue increased \$5,550,475 to \$8,543,289, compared to \$2,992,814 for the same period during 2004. Oil sales increased \$4,942,549 and natural gas sales increased \$607,926. The increases were the result of increased sales volumes and average realized sales prices. For the six months ended June 30, 2005, oil sales volume increased 91,048 barrels to 169,494 barrels, compared to 78,446 barrels for the same period in 2004. The average realized per barrel oil price increased 30% from \$34.92 for the six months ended June 30, 2004 to \$45.32 for the six months ended June 30, 2005. For the six months ended June 30, 2005, gas sales volume increased 108,167 thousand cubic feet (MCF) to 168,283 MCF, compared to 60,116 MCF for the same period in 2004. The average realized natural gas price per MCF increased 21% from \$4.22 for the six months ended June 30, 2004 to \$5.12 for the six months ended June 30, 2005.

*Lease operating expenses.* Our lease operating expenses increased from \$719,820 or \$8.59 per barrel of oil equivalent (BOE) for the six months ended June 30, 2004 to \$1,438,436 or \$7.28 per BOE for the six months ended June 30, 2005. The increase in total was due to properties acquired during 2004.

*Production taxes.* Our production taxes as a percentage of oil and natural gas sales increased from 7% during the six months ended June 30, 2004 to 8% for the six months ended June 30, 2005. Production taxes vary from state to state. Therefore, these taxes are likely to vary in the future depending on the mix of production we generate from various states, as well as the possibility that any state may adjust its production tax.

*Depreciation, depletion and amortization.* Our depreciation, depletion and amortization expense increased by \$589,056 to \$904,882 for the six months ended June 30, 2005, compared to the same period in 2004. The increase was a result of an increase in volume and in the average depreciation, depletion and amortization rate from \$3.49 per BOE during the six months ended June 30, 2004 to \$4.50 per BOE during the six months ended June 30, 2005. The increased depreciation, depletion and amortization rate was the result of a revision to our reserves and increased capitalized costs and development costs from the properties acquired in 2004.

*General and administrative expenses.* General and administrative expenses increased by \$150,771 to \$612,367 for the six months ended June 30, 2005, compared to the same period in 2004. This increase was primarily related to increases in compensation expense associated with an increase in personnel required to administer our growth.

*Interest expense (net of interest income).* Interest expense increased \$102,165 to \$170,276 for the six months ended June 30, 2005 when compared to the same period in 2004. The increase was due to an increase in outstanding debt with the use of our credit facility in our latest acquisition.

*Income tax expense.* Our effective tax rate was 37% during the three months ended June 30, 2004 and remained steady at 37% for the three months ended June 30, 2005.

*Net income.* Net income increased from \$783,060 for the six months ended June 30, 2004 to \$3,001,800 for 2005. The primary reasons for this increase include acquisitions we made in 2004, development of our properties, an increase in volumes sold and higher crude oil prices between periods, partially offset by higher lease operating expense, general and administrative expense and income tax expense due to our growth.



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### Revenues Year to Date by Geographic section

Arena reports its net oil and gas revenues for the year to date as applicable to the following geographic sectors:

#### OIL

	Net Production Volume	Net Revenue
Texas Leases	52,088 BBLs	\$ 2,242,853
Oklahoma Leases	30,441 BBLs	\$ 1,524,558
New Mexico Leases	86,965 BBLs	\$ 3,914,095

#### GAS

	Net Production Volume	Net Revenue
Texas Leases	16,551 MCF	\$ 67,179
Oklahoma Leases	21,362 MCF	\$ 80,334
New Mexico Leases	69,380 MCF	\$ 463,869
Kansas	60,991 MCF	\$ 250,401

#### Significant Subsequent Events occurring after June 30, 2005:

Subsequent to June 30, 2005, the Company closed an equity offering including the sale of 970,874 shares of common stock at a price of \$10.30 per share, for gross proceeds of \$10,000,000. Additionally, the Company assigned 149,658 call options to the investors.

Subsequent to June 30, 2005, the Company paid \$5,000,000 to repay the outstanding amount on the company's line of credit.

#### Capital Resources and Liquidity

As shown in the financial statements for the six months ended June 30, 2005, the Company had cash on hand of \$1,405,168, compared to \$1,253,969 as of December 31, 2004. The Company had positive net cash flows from operations for the six months ended June 30, 2005 of \$5,618,615, compared to \$1,444,687 for the same period 2004. Other significant sources of cash inflow include the receipt of \$6,012,673 during the six months ended June 30, 2005 and \$130,500 for the same period in 2004 from the exercise of warrants for the Company's restricted common stock and \$1,000,000 from the issuance of notes payable in 2004. The most significant cash outflows during the six months ended June 30, 2005 and 2004 were capital expenditures of \$6,480,089 in 2005 and \$1,525,178 in 2004, repayment of debt on the Company's credit facility of \$5,000,000 in 2005 and payment of deferred offering costs of \$204,701 for the public offering that was completed later in 2004.

In 2004 the Company established a \$25,000,000 credit facility from a bank with a \$15,000,000 borrowing base. Any increases in the borrowing base are subject to written consent by the financial institution. The interest rate is a floating rate equal to the 30, 60 or 90 day LIBOR rate plus 2.25%, currently 5.04% per annum, and is payable monthly. Annual fees for the facility were 1/8 of one percent of the unused portion of the borrowing base. Amounts borrowed under the revolving credit facility are due in April 2007. The revolving credit facility is secured by the Company's principal mineral interests. In order to obtain the revolving credit facility, loans from two officers were subordinated to the position of the bank. The Company is required under the terms of the credit facility to maintain a tangible net worth of \$12,000,000, maintain a 5-to-1 ratio of income before interest, taxes, depreciation, depletion and amortization to interest expense and maintain a current asset to current liability ratio of 1-to-1. During the six months ended June 30, 2005, the Company paid a total of \$5,000,000 of the amounts borrowed during 2004, using the proceeds from the exercise of warrants for the Company's common stock. As of June 30, 2005, \$5,000,000 remained outstanding on this credit facility.

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Effective April 30, 2005, the Company entered into an agreement that increased its credit facility to \$50,000,000, with an increased borrowing base of \$35,000,000. At that time, the annual fee for the unused portion of the borrowing base was removed, the tangible net worth the Company must maintain was increased to \$18,000,000 and the maturity date changed to April 30, 2008. All other terms and conditions of the credit facility remained the same.

### *Disclosures About Market Risks*

Like other natural resource producers, Arena faces certain unique market risks. The two most salient risk factors are the volatile prices of oil and gas and certain environmental concerns and obligations.

#### Oil and Gas Prices

Current competitive factors in the domestic oil and gas industry are unique. The actual price range of crude oil is largely established by major international producers. Pricing for natural gas is more regional. Because domestic demand for oil and gas exceeds supply, there is little risk that all current production will not be sold at relatively fixed prices. To this extent Arena does not see itself as directly competitive with other producers, nor is there any significant risk that the Company could not sell all production at current prices with a reasonable profit margin. The risk of domestic overproduction at current prices is not deemed significant. The primary competitive risks would come from falling international prices which could render current production uneconomical.

Secondarily, Arena is presently committed to use the services of the existing gatherers in its present areas of production. This gives to such gatherers certain short term relative monopolistic powers to set gathering and transportation costs, because obtaining the services of an alternative gathering company would require substantial additional costs since an alternative gatherer would be required to lay new pipeline and/or obtain new rights-of-way in the lease.

It is also significant that more favorable prices can usually be negotiated for larger quantities of oil and/or gas product, such that Arena views itself as having a price disadvantage to larger producers. Large producers also have a competitive advantage to the extent they can devote substantially more resources to acquiring prime leases and resources to better find and develop prospects.

#### Environmental

Oil and gas production is a highly regulated activity which is subject to significant environmental and conservation regulations both on a federal and state level. Historically, most of the environmental regulation of oil and gas production has been left to state regulatory boards or agencies in those jurisdictions where there is significant gas and oil production, with limited direct regulation by such federal agencies as the Environmental Protection Agency. However, while the Company believes this generally to be the case for its production activities in Texas, Oklahoma, Kansas and New Mexico, it should be noticed that there are various Environmental Protection Agency regulations which would govern significant spills, blow-outs, or uncontrolled emissions.

In Oklahoma, Texas, Kansas and New Mexico specific oil and gas regulations exist related to the drilling, completion and operations of wells, as well as disposal of waste oil. There are also procedures incident to the plugging and abandonment of dry holes or other non-operational wells, all as governed by the Oklahoma Corporation Commission, Oil and Gas Division, the Texas Railroad Commission, Oil and Gas Division, the Kansas Corporation Commission, Oil and Gas Division or the New Mexico Oil Conservation Division.

Compliance with these regulations may constitute a significant cost and effort for Arena. No specific accounting for environmental compliance has been maintained or projected by Arena to date. Arena does not presently know of any environmental demands, claims, or adverse actions, litigation or administrative proceedings in which it or the acquired properties are involved or subject to or arising out of its predecessor operations.

In the event of a breach of environmental regulations, these environmental regulatory agencies have a broad range of alternative or cumulative remedies to include: ordering a clean up of any spills or waste material and restoration of the soil or water to conditions existing prior to the environmental violation; fines; or enjoining further drilling, completion or production activities. In certain egregious situations the agencies may also pursue criminal remedies against the Company or its principals.

#### *Forward-Looking Information*

Certain statements in this Section and elsewhere in this report are forward-looking in nature and relate to trends and events that may affect the Company's future financial position and operating results. Such statements are made pursuant to the safe harbor provision of the *Private Securities Litigation Reform Act of 1995*. The terms expect, anticipate, intend, and project and similar words or expressions are intended to identify forward-looking statements. These statements speak only as of the date of this report. The statements are based on current expectations, are inherently uncertain, are subject to risks, and should be viewed with caution. Actual results and experience may differ materially from the forward-looking statements as a result of many factors, including changes in economic conditions in the markets served by the company, increasing competition, fluctuations in raw materials and energy prices, and other unanticipated events and conditions. It is not possible to foresee or identify all such factors. The company makes no commitment to update any forward-looking statement or to disclose any facts, events, or circumstances after the date hereof that may affect the accuracy of any forward-looking statement.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

#### *Interest Rate Risk*

The Company is subject to interest rate risk on its revolving credit facility, which bears variable interest based upon a LIBOR rate. Changes in interest rates affect the interest earned on the Company's cash and cash equivalents and the interest rate paid on borrowings under its bank credit facility. Currently, the Company does not use interest rate derivative instruments to manage exposure to interest rate changes.

#### *Commodity Price Risk*

The Company's revenues, profitability and future growth depend substantially on prevailing prices for oil and natural gas. Prices also affect the amount of cash flow available for capital expenditures and Arena's ability to borrow and raise additional capital. The amount the Company can borrow under its bank credit facility is subject to periodic redetermination based in part on changing expectations of future prices. Lower prices may also reduce the amount of oil and natural gas that the Company can economically produce. Arena currently sells all of its oil and natural gas production under price sensitive or market price contracts.

Arena does not currently use derivative commodity instruments or similar financial instruments to attempt to hedge commodity price risks associated with future oil and natural gas production.

*Currency Exchange Rate Risk*

Foreign sales accounted for none of the Company's sales; further, the Company accepts payment for its commodity sales only in U.S. dollars; hence, Arena is not exposed to foreign currency exchange rate risk on these sales.

**Item 4. Controls and Procedures**

*Evaluation of Disclosure Controls and Procedures*

At the end of the period covered by this Quarterly Report on Form 10-Q, the Company's management, under the supervision and with the participation of the Company's Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures. Based on that evaluation, the Company's Chief Executive Officer and Chief Financial Officer believe that:

The Company's disclosure controls and procedures are designed to ensure that information required to be disclosed by the Company in the reports it files under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms; and

The Company's disclosure controls and procedures operate such that important information flows to appropriate collection and disclosure points in a timely manner and are effective to ensure that such information is accumulated and communicated to the Company's management, and made known to the Company's Chief Executive Officer and Chief Financial Officer, particularly during the period when this quarterly report was prepared, as appropriate to allow timely decisions regarding the required disclosure.

*Changes in Internal Controls Over Financial Reporting*

There have been no significant changes in the Company's internal controls over financial reporting or other factors that could significantly affect the Company's internal controls subsequent to their evaluation, nor has there been any need for any corrective actions with regard to significant deficiencies or material weaknesses in internal controls related to financial reporting.

**Part II Other Information**

**Item 1. Legal Proceedings**

None.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

During the six months ended June 30, 2005, the Company issued 1,194,469 shares of common stock as a result of warrant holders exercising warrants. Of this total, 151,550 warrants had an exercise price of \$1.75 per share and 1,042,919 warrants had an exercise price of \$5.00 per share. The Company received \$5,479,808 from the exercises. The shares were issued in transactions not involving a public offering in reliance upon the exemption from registration provided by Section 4(2) of the Securities Act of 1933. The persons to whom the shares were issued in exchange for the warrants had access to full information concerning the Company and represented that they acquired the shares for their own account and not for the purpose of distribution. The certificates for the shares contain a restricted legend advising that the shares may not be offered for sale, sold or otherwise transferred without having first been registered under the 1933 Act or pursuant to an exemption from registration under the 1933 Act. There was no underwriter involved in these transactions.

During the six months ended June 30, 2005, the Company issued 20,000 shares of common stock as partial consideration for an acquisition in Kansas that has not yet closed. The shares were valued at \$261,600, or \$13.08 per share. The shares were issued in transactions not involving a public offering in reliance upon the exemption from registration provided by Section 4(2) of the Securities Act of 1933. The persons to whom the shares were issued in exchange for the warrants had access to full information concerning the Company and represented that they acquired the shares for their own account and not for the purpose of distribution. The certificates for the shares contain a restricted legend advising that the shares may not be offered for sale, sold or otherwise transferred without having first been registered under the 1933 Act or pursuant to an exemption from registration under the 1933 Act. There was no underwriter involved in these transactions.

**Item 3. Defaults Upon Senior Securities**

None.

**Item 4. Submission of Matters to a Vote of Security Holders**

None.

**Item 5. Other Information**

None.

**Item 6. Exhibits**

- |     |                     |                                   |
|-----|---------------------|-----------------------------------|
| (a) | <u>Exhibit 31.1</u> | Section 302 Certification of CEO  |
|     | <u>Exhibit 31.2</u> | Section 302 Certification of CFO  |
| (b) | <u>Exhibit 32.1</u> | Section 1350 Certification of CEO |
|     | <u>Exhibit 32.2</u> | Section 1350 Certification of CFO |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

REGISTRANT: **ARENA RESOURCES, INC.**

Dated: February 15, 2006

By: /s/ Lloyd Tim Rochford  
Lloyd Tim Rochford  
President, Chief Executive Officer

Dated: February 15, 2006

By: /s/ Stanley McCabe  
Stanley McCabe  
Treasurer, Secretary

Dated: February 15, 2006

By: /s/ William R. Broaddrick  
William R. Broaddrick  
Vice President, Chief Financial Officer