

ROCHWARGER GEOFFREY  
Form 4  
March 13, 2013

**FORM 4**

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

OMB APPROVAL

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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 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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ROCHWARGER GEOFFREY

(Last) (First) (Middle)  
C/O GENIE ENERGY LTD., 550  
BROAD STREET  
(Street)

NEWARK, NJ 07102

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Genie Energy Ltd. [GNE]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/11/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Vice Chairman

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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) | 3. Transaction 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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|  |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
|  |                                      |  |                                | Code  | V   | Amount   |                                   |
| Class B Common Stock, \$.01 par value per share            | 03/11/2013                           |  | D                              |   | 15,453  | D  | ① 45,255 ②                        |
| Series 2012 - A Preferred Stock, \$.01 par value per share | 03/11/2013                           |  | A                              |   | 15,453  | A  | ① 15,453                          |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**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. Transaction 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 (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (right to buy)       | \$ 6.85  | 03/11/2013                           |  | D <sup>(3)</sup>               | 889   | <sup>(3)</sup> 06/15/2013                                | Class B Common Stock  | 889                           |
| Employee Stock Option (right to buy)       | \$ 6.85  | 03/11/2013                           |  | A <sup>(3)</sup>               | 889   | <sup>(3)</sup> 06/15/2014                                | Class B Common Stock  | 889                           |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |               |       |
|--|---------------|-----------|---------------|-------|
|  | Director      | 10% Owner | Officer       | Other |
| ROCHWARGER GEOFFREY<br>C/O GENIE ENERGY LTD.<br>550 BROAD STREET<br>NEWARK, NJ 07102 |               |           | Vice Chairman |       |

## Signatures

Joyce J. Mason, by Power of Attorney

03/13/2013

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) The reporting person disposed of 15,453 shares of Class B Common Stock in exchange for 15,453 shares of Series 2012 - A Preferred Stock in an issuer exchange offer.
- (2) Consists of 24,975 shares of the Company's unvested Class B Common Restricted Stock of which 12,488 vest on November 3, 2013 and 12,487 vest on November 3, 2014 and 20,280 shares of the Company's Class B Common Stock held by Mr. Rochwarger directly.  
The two reported transactions involved an amendment of an outstanding option to extend the expiration date, resulting in the deemed
- (3) cancellation of the "old" option and the grant of a replacement option. The option was originally granted on November 3, 2011 and vested immediately.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.