

BLUE DOLPHIN ENERGY CO
Form 4
August 26, 2005

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 *
CHADWICK MICHAEL S

2. Issuer Name and Ticker or Trading Symbol
BLUE DOLPHIN ENERGY CO [BDCO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
08/23/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

GOTHAM CONDOMINIUMS, 1025 S. SHEPHERD, UNIT 109

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

HOUSTON, TX 77019

(City) (State) (Zip)

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 08/23/2005 | | M | | 20,834 | A | \$ 0.25 |
| Common Stock | 08/23/2005 | | F | | 1,992 | D | \$ 2.62 |
| Common Stock | 08/23/2005 | | M | | 20,833 | A | \$ 0.25 |
| Common Stock | 08/23/2005 | | F | | 1,992 | D | \$ 2.62 |
| | 08/23/2005 | | M | | 100,000 | A | 141,342 |

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| | | | | | | | | |
|--------------|------------|--|---|-------|------|----|---------|---|
| Common Stock | | | | | \$ | | | |
| | | | | | 0.25 | | | |
| Common Stock | 08/23/2005 | | F | 9,560 | D | \$ | 131,782 | D |
| | | | | | 2.62 | | | |

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

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. SEC 1474 (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 | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|--|---------|--|-----------------------|---|----------------------|
| | | | | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | | |
| | | | | Code | V | (A) | (D) | | Title | Amount Number Shares |
| Warrants | \$ 0.25 | 08/23/2005 | | M | | 20,834 | | 09/08/2004 09/07/2009 | Common Stock | 20,834 |
| Warrants | \$ 0.25 | 08/23/2005 | | M | | 20,833 | | 11/30/2004 11/29/2009 | Common Stock | 20,833 |
| Warrants | \$ 0.25 | 08/23/2005 | | M | | 100,000 | | 11/11/2004 11/10/2009 | Common Stock | 100,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CHADWICK MICHAEL S GOTHAM CONDOMINIUMS 1025 S. SHEPHERD, UNIT 109 HOUSTON, TX 77019 | | X | | |

Signatures

/s/ Michael S.
Chadwick

08/26/2005

**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).

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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