

DEER VALLEY CORP
Form 4
July 18, 2008

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 *
Vicis Capital, LLC

2. Issuer Name and Ticker or Trading Symbol
DEER VALLEY CORP [DVLY.OB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

445 PARK AVENUE, 16TH FLOOR

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

(Street)

NEW YORK, NY 10022

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock, \$0.001, par value per share	07/17/2008		P		12,500 A \$ 1.16	3,456,662	I ⁽¹⁾ By Vicis Capital Master Fund
Common Stock, \$0.001, par value per share	07/17/2008		P		300 A \$ 1.02	3,456,962	I ⁽¹⁾ By Vicis Capital Master Fund
Common Stock,	07/17/2008		P		56,900 A \$ 1.03	3,513,862	I ⁽¹⁾ By Vicis Capital

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\$0.001, par value per share

Master Fund

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A Convertible Pref. Stock, \$.01 par value per share	\$ 0.75					(2)	(3)	Common Stock	600,000
Series B Warrant to Purchase Common Stock	\$ 2.25					(2)	03/07/2013	Common Stock	3,283,334
Series B Warrant to Purchase Common Stock	\$ 1.5					08/11/2006	03/07/2011	Common Stock	6,566,668
Series E Convertible Pref. Stock, \$.01 par value per share	\$ 0					(2)	(3)	Common Stock	1,000,000
	\$ 2.25					(2)	07/23/2012		250,000

Series F Warrant to Purchase Common Stock					Common Stock	
Series C Convertible Pref. Stock, \$.01 par value	\$ 0		(2)	(3)	Common Stock	2,246,300
Series C Warrant to Purchase Common Stock	\$ 0.75		(2)	01/18/2012	Common Stock	2,000,000
Series BD Warrant to Purchase Common Stock	\$ 1.5		(2)	01/18/2012	Common Stock	421,683
Series BD Warrant to Purchase Common Stock	\$ 2.25		(2)	01/18/2012	Common Stock	210,841
Series F Warrant to Purchase Common Stock	\$ 0.75			11/16/2006 11/16/2011	Common Stock	2,000,000
Series F Warrant to Purchase Common Stock	\$ 1.5			11/16/2006 11/16/2011	Common Stock	750,000
Series A Warrant to Purchase Common Stock	\$ 1.5		(2)	12/04/2011	Common Stock	364,178

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Vicis Capital, LLC
445 PARK AVENUE, 16TH FLOOR X
NEW YORK, NY 10022

Vicis Capital Master Fund
445 PARK AVENUE, 16TH FLOOR X
NEW YORK, NY 10022

Signatures

/s/ Keith Hughes, Chief Financial Officer, Vicis Capital LLC 07/18/2008
__Signature of Reporting Person Date

/s/ Keith Hughes, Authorized Representative, Vicis Capital Master Fund 07/18/2008
__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).
Represents the indirect holdings of Vicis Capital LLC. All of the foregoing represents securities held directly by Vicis Capital Master Fund. Vicis Capital LLC acts as investment advisor to Vicis Capital Master Fund and therefore has voting and dispositive power over all the foregoing shares. For the purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, Vicis Capital LLC may be deemed to be the beneficial owner of, but hereby disclaims such beneficial ownership of, the foregoing shares.
- (1) Immediately.
- (2) None.

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.