

Propell Technologies Group, Inc.
Form 4/A
March 16, 2015

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 *
ZOTOS JOHN A

2. Issuer Name and Ticker or Trading Symbol
Propell Technologies Group, Inc.
[PROP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
12/05/2014

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

C/O PROPELL TECHNOLOGIES GROUP, INC., 1701 COMMERCE STREET, 2ND FLOOR

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
12/09/2014

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 77002

(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	12/05/2014		A		3,000,000 <u>(1)</u>	A	(1)
Common Stock					160,000	I	see footnote (2)

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

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number.

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
Stock Options	\$ 0.25	12/05/2014		D	1,000,000	03/06/2013	03/06/2023	Common Stock	1,000,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZOTOS JOHN A C/O PROPELL TECHNOLOGIES GROUP, INC., 1701 COMMERCE STREET, 2ND FLOOR HOUSTON, TX 77002	X			

Signatures

/s/ John Zotos 03/16/2015

**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) Shares were received for services rendered as a consultant and were issued in lieu of previously issued stock options in that were terminated on December 5, 2014. In accordance therewith, Mr. Zotos' stock options were cancelled and he was issued 3,000,000 shares of common stock. The shares of common stock will vest on the earlier of termination of the agreement or 1/3 will vest on each of March 15, 2015, September 15, 2015 and March 15, 2016

(2) Shares are owned by Mr. Zotos' wife

Remarks:

This Form 4/A amends the Form 4 filing dated December 9, 2015 to add information inadvertently omitted from the original filing.

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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