### **ULTRA PETROLEUM CORP**

Form 5 February 14, 2003

### U.S. SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

FORM 5

#### ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

|      | Section 17(a) of the Pub<br>Section 30(f) of | olic Utility Holdin<br>the Investment Co |                             |  |  |  |  |  |  |  |  |
|------|--|--|-----------------------------|--|--|--|--|--|--|--|--|
| [_]  | may continue. See Instruction 1(b).          |  |                             |  |  |  |  |  |  |  |  |
| [X]  |  |  |                             |  |  |  |  |  |  |  |  |
| [X]  | Form 4 Transactions Report                   | ced                                      |                             |  |  |  |  |  |  |  |  |
| 1.   | Name and Address of Report                   | ing Person*                              |                             |  |  |  |  |  |  |  |  |
| Watf | ord  | Michael                                  | D.                          |  |  |  |  |  |  |  |  |
| (    | Last)  | (First)                                  | (Middle)                    |  |  |  |  |  |  |  |  |
| 363  | N. Sam Houston Parkway E                     |  |                             |  |  |  |  |  |  |  |  |
|      |  | (Street)                                 |                             |  |  |  |  |  |  |  |  |
| Hous | ton  | Texas                                    | 77060                       |  |  |  |  |  |  |  |  |
| (    | City)  | (State)                                  | (Zip)                       |  |  |  |  |  |  |  |  |
| 2.   | Issuer Name and Ticker or                    | Trading Symbol                           |                             |  |  |  |  |  |  |  |  |
| ***  |  |  |                             |  |  |  |  |  |  |  |  |
| Ultr | a Petroleum Corp                             |  |                             |  |  |  |  |  |  |  |  |
| 3.   | IRS Identification Number                    | of Reporting Perso                       | n, if an Entity (Voluntary) |  |  |  |  |  |  |  |  |
| 4.   | Statement for Month/Year                     |  |                             |  |  |  |  |  |  |  |  |
|      |  |  |                             |  |  |  |  |  |  |  |  |
| 12/0 | 12   |  |                             |  |  |  |  |  |  |  |  |
| 5.   | If Amendment, Date of Orig                   | ginal (Month/Year)                       |                             |  |  |  |  |  |  |  |  |

[\_] 10% Owner

[X] Director

6. Relationship of Reporting Person to Issuer

(Check all applicable)

| [X] Officer (give title below)   | [_]                         | Other (speci                   | fy below)  |                  |        |
|--|-----------------------------|--------------------------------|--|------------------|--------|
| 7. Individual or Joint/Group Filing (Check applicable line)                | -                           |                                |  |                  |        |
| <pre>[X] Form filed by one Reporting [_] Form filed by more than one</pre> |                             |                                |  |                  |        |
|  |                             |                                |  | :                |        |
| Table I Non-Derivative<br>or Benef   | icially Owned               |                                | sed of,  |                  |        |
|  |                             |                                | 4. Securities Acqu Disposed of (D) (Instr. 3, 4 an |                  | (A) or |
| 1. Title of Security (Instr. 3)  | Transaction Date (mm/dd/yy) | 3. Transaction Code (Instr. 8) | Amount   | (A)<br>or<br>(D) | Price  |
| Common Stock   | 4-25-02                     |                                | 125,000  |                  |        |
| Common Stock   | 4-25-02                     | M                              | 125,000  | A                | \$0.93 |
|  |                             |                                |  |                  |        |
|  |                             |                                |  |                  |        |
|  |                             |                                |  |                  |        |
|  |                             |                                |  |                  |        |
|  |                             |                                |  |                  |        |
|  |                             |                                |  |                  |        |
|  |                             |                                |  |                  |        |
|  |                             |                                |  |                  |        |
|  |                             |                                |  |                  |        |
|  |                             |                                |  | =====            |        |

\* If the form is filed by more than one Reporting Person, see Instruction  $4\,\mathrm{(b)}\,\mathrm{(v)}\,\mathrm{.}$ 

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

(Print or Type Responses) (Over)

FORM 5 (continued)

/s/ Michael D. Watford

\*\*Signature of Reporting Person

| Table II | Deriv    | ative Sec | urities Acq | uired, Dis | sposed of, | or  | Beneficially | Owned |
|----------|----------|-----------|-------------|------------|------------|-----|--------------|-------|
|          | (e.g., p | uts, call | s, warrants | , options, | convertib  | ole | securities)  |       |
|          |          |           |             |            |            |     |              |       |

\_\_\_\_\_\_

|   | 2.<br>Conver-                      |                                  |       | 5.<br>Number   | · of    |   |                 | 7. Title and                        | Amount                 |
|---|------------------------------------|----------------------------------|-------|--|---------|---|-----------------|-------------------------------------|------------------------|
| 1. Title of   | or<br>Exer-<br>cise<br>Price<br>of | 3.<br>Trans-<br>action           |       | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, |         | <pre>6. Date Exercisable and Expiration Date (Month/Day/Year)</pre> |                 | of Underl<br>Securitie<br>(Instr. 3 | ying<br>s<br>and 4)    |
| Derivative<br>Security<br>(Instr. 3)  |                                    | Date<br>(Month/<br>Day/<br>Year) |       | 4 and  |         | Date<br>Exer-   | Expira-<br>tion | Title                               | Number<br>of<br>Shares |
|   |                                    |                                  |       |  |         |   |                 |                                     |                        |
| Employee Stock  | \$0.93                             | 04-25-02                         | M<br> |  | 125,000 | (1)   | 01/28/09        | Common                              | 125,000                |
| Options Right to Bu   | lУ<br>                             |                                  |       |  |         |   |                 |                                     |                        |
|   |                                    |                                  |       |  |         |   |                 |                                     |                        |
|   |                                    |                                  |       |  |         |   |                 |                                     |                        |
|   |                                    |                                  |       |  |         |   |                 |                                     |                        |
|   |                                    |                                  |       |  |         |   |                 |                                     |                        |
|   |                                    |                                  |       |  |         |   |                 |                                     |                        |
|   |                                    |                                  |       |  |         |   |                 |                                     |                        |
|   |                                    |                                  |       |  |         |   |                 |                                     |                        |
|   |                                    |                                  |       |  |         |   |                 |                                     |                        |
|   |                                    |                                  |       |  |         |   |                 |                                     |                        |
|   |                                    | ======                           |       | ======   |         |   | ======          |                                     |                        |
| <pre>Explanation of Responses: (1) The options vested in equal installments every quarter from 1/28/1999 to</pre> |                                    |                                  |       |  |         |   |                 |                                     |                        |

2/14/2003

Date

\*\* 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 provided is insufficient, see Instruction 6 for procedure.

Page 2