

# 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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * Rowling Robert B.			2. Issuer Name and Ticker or Trading Symbol NORTHERN OIL & GAS, INC. [NOG]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/24/2020					
4001 MAPLE AVE, SUITE 600								
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
DALLAS, TX 75219								
(City)	(State)	(Zip)	<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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	02/24/2020		P		400,000	A	\$ 1.4879 (1)	80,529,101	D	
Common Stock, \$0.001 par value per share	02/25/2020		P		2,700,000	A	\$ 1.4826 (2)	83,229,101	D	
Common Stock, \$0.001 par value per share	02/26/2020		P		1,900,000	A	\$ 1.4705 (3)	85,129,101 (4)	D	

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 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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rowling Robert B. 4001 MAPLE AVE, SUITE 600 DALLAS, TX 75219		X		

TRT Holdings Inc 4001 MAPLE AVE, SUITE 600 DALLAS, TX 75219		X		
Cresta Investments, LLC 4001 MAPLE AVE, SUITE 600 DALLAS, TX 75219		X		
Cresta Greenwood, LLC 4001 MAPLE AVE, SUITE 600 DALLAS, TX 75219		X		
TTBR Investments LLC 4001 MAPLE AVE, SUITE 600 DALLAS, TX 75219		X		
TRBRJR Investments LLC 4001 MAPLE AVE, SUITE 600 DALLAS, TX 75219		X		

## Signatures

/s/ Robert B. Rowling		02/26/2020
 Signature of Reporting Person		Date
/s/ Paul A. Jorge, Senior Vice President, on behalf of TRT Holdings, Inc.		02/26/2020
 Signature of Reporting Person		Date
/s/ Paul A. Jorge, Secretary, on behalf of Cresta Investments, LLC		02/26/2020
 Signature of Reporting Person		Date
/s/ Paul A. Jorge, Vice President, on behalf of Cresta Greenwood, LLC		02/26/2020
 Signature of Reporting Person		Date
/s/ Paul A. Jorge, Vice President, on behalf of TTBR Investments LLC		02/26/2020
 Signature of Reporting Person		Date
/s/ Paul A. Jorge, Vice President, on behalf of TRBRJR Investments LLC		02/26/2020
 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).

The price reported is the weighted average price. The shares were purchased in multiple transactions by TRT Holdings, Inc. at prices ranging from \$1.455 to \$1.5000 per (1) share, inclusive. The reporting persons undertake to provide Northern Oil and Gas, Inc., any stockholder of Northern Oil and Gas, Inc., or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.

The price reported is the weighted average price. The shares were purchased in multiple transactions by TRT Holdings, Inc. at prices ranging from \$1.455 to \$1.5000 per (2) share, inclusive. The reporting persons undertake to provide Northern Oil and Gas, Inc., any stockholder of Northern Oil and Gas, Inc., or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.

The price reported is the weighted average price. The shares were purchased in multiple transactions by TRT Holdings, Inc. at prices ranging from \$1.420 to \$1.5000 per (3) share, inclusive. The reporting persons undertake to provide Northern Oil and Gas, Inc., any stockholder of Northern Oil and Gas, Inc., or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.

68,768,290 of the reported securities are owned directly by TRT Holdings, Inc., 9,947,921 of the reported securities are owned directly by Cresta Investments, LLC, 1,344,223 of the reported securities are owned directly by Cresta Greenwood, LLC, 1,711,000 of the reported securities are owned directly by TTBR Investments LLC and (4) 1,711,000 of the reported securities are owned directly by TRBRJR Investments LLC. Robert B. Rowling controls all of the reported securities due to his ownership of all Class B shares of Common Stock of TRT Holdings, Inc., his ownership of 100% of the ownership interests in Cresta Investments, LLC, his indirect ownership of 100% of the ownership interests in Cresta Greenwood, LLC, and being trustee of the direct owner of 100% of the ownership interests in TTBR Investments LLC and TRBRJR Investments LLC.

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.