

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL	
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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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(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) Director _____ <input checked="" type="checkbox"/> 10% Owner Officer (give title below) _____ Other (specify below) _____	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 07/23/2021		6. Individual or Joint/Group Filing (Check Applicable Line) ____ Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
4001 MAPLE AVE, SUITE 600			4. If Amendment, Date Original Filed (Month/Day/Year)		
(Street)			DALLAS, TX 75219		
(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	07/23/2021		G	V	677,488 <u>(1)</u>	D	\$ 0	9,128,431 <u>(2)</u>	D	
Common Stock, \$0.001 par value per share								677,488	I	By Rowling Family 2012 Long Term Trust

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

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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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
6.5% Series A Perpetual Cum. Convertible Preferred Stock	<u>(3)</u>	07/23/2021		G	V	21,894 <u>(4)</u>		02/20/2020	<u>(5)</u>	Common Stock	95,523 <u>(3)</u>	\$ 0	0	D	
6.5% Series A Perpetual Cum. Convertible Preferred Stock	<u>(3)</u>							02/20/2020	<u>(5)</u>	Common Stock	95,523 <u>(3)</u>		21,894	I	By Rowling Family 2012 Long Term Trust

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 Signature of Reporting Person		07/30/2021 Date
/s/ Paul A. Jorge, Senior Vice President, on behalf of TRT Holdings, Inc. Signature of Reporting Person		07/30/2021 Date
/s/ Paul A. Jorge, Secretary, on behalf of Cresta Investments, LLC Signature of Reporting Person		07/30/2021 Date
/s/ Paul A. Jorge, Vice President, on behalf of Cresta Greenwood, LLC Signature of Reporting Person		07/30/2021 Date
/s/ Paul A. Jorge, Vice President, on behalf of TTBR Investments LLC Signature of Reporting Person		07/30/2021 Date
/s/ Paul A. Jorge, Vice President, on behalf of TRBRJR Investments LLC Signature of Reporting Person		07/30/2021 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) The reported transaction is a gift by Robert B. Rowling of Common Stock that was directly owned by him to the Rowling Family 2012 Long Term Trust (the "Trust"), a family trust for which Mr. Rowling serves as trustee and of which his family members are the beneficiaries.
6,876,829 of the shares of Common Stock reported as directly owned are owned directly by TRT Holdings, Inc., 1,774,980 of such shares are owned directly by Cresta Investments, LLC, 134,422 of such shares are owned directly by Cresta Greenwood, LLC, 171,100 of such shares are owned directly by TTBR Investments LLC, and 171,100 of such shares are owned directly by TRBRJR Investments LLC. Mr. Rowling may be deemed to beneficially own all of the securities reported as directly owned due to his ownership interests in each of the foregoing entities.
- (2) Each share of Preferred Stock is convertible at any time at the election of the holder into shares of Common Stock, at a conversion rate of 4.363 shares of Common Stock per share of Preferred Stock, subject to adjustment as provided in the Certificate of Designations. The "conversion price" at any time means \$100, divided by the conversion rate in effect at such time.
- (3) The Preferred Stock is also subject to mandatory conversion at the election of the Issuer if the closing sales price of the Common Stock of the Issuer equals or exceeds 145% of the conversion price for at least 20 trading days (whether or not consecutive) in a period of 30 consecutive trading days, including the last trading day of such 30-trading day period.
- (4) The reported transaction is a gift by Robert B. Rowling of Preferred Stock that was directly owned by him to the Trust.
- (5) The Preferred Stock is perpetual and therefore has no expiration date.

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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