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

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden hours per response... 1

FORM D

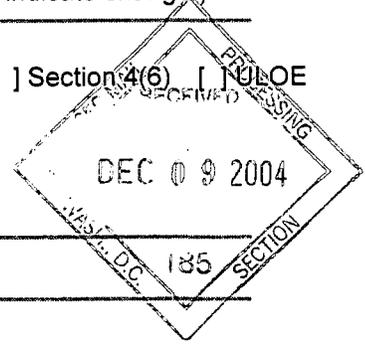
NOTICE OF SALE OF SECURITIES  
PURSUANT TO REGULATION D,  
SECTION 4(6), AND/OR  
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

Name of Offering ([ ] check if this is an amendment and name has changed, and indicate change)

Filing Under (Check box(es) that apply): [ ] Rule 504 [ ] Rule 505 [x] Rule 506 [ ] Section 4(6) [ ] LOE

Type of Filing: [x] New Filing [ ] Amendment



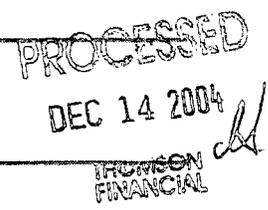
A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer: **TransGlobe Energy Corporation**

Address of Executive Offices **2900, 330 - 5<sup>th</sup> Avenue S.W., Calgary, AB T2P 0L4**  
Telephone Number (Including Area Code) **403 264-9888**

Address of Principal Business Operations  
Telephone Number (Including Area Code)  
(if different from Executive Offices)



Brief Description of Business  
**Oil and Gas Exploration and Development**

Type of Business Organization

[x] corporation [ ] limited partnership, already formed [ ] other (please specify):  
[ ] business trust [ ] limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: [ 08 ] [ 1968 ] [x] Actual [ ] Estimated

ORIGINAL

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:  
CN for Canada; FN for other foreign jurisdiction) [ C ] [ N ]

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## GENERAL INSTRUCTIONS

### Federal:

*Who Must File:* All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

*When to File:* A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

*Where to File:* U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

*Copies Required:* Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

*Information Required:* A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

*Filing Fee:* There is no federal filing fee.

### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

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**B. BASIC IDENTIFICATION DATA**

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2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

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Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

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Full Name (Last name first, if individual) **Galileo Equity Management Inc.**

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Business or Residence Address: **Canada Trust tower, Suite 4730, 161 Bay Street, P.O. Box 205 Toronto, ON M5J 2S1**

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Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

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Full Name (Last name first, if individual) **Ferguson, David C.**

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Business or Residence Address: **76 Church Ranches Blvd., Calgary, Alberta, T3R 1B1**

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Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

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Full Name (Last name first, if individual) **Clarkson, Ross G.**

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Business or Residence Address: **23 Vantage Ridge Estates, Calgary, Alberta, T3Z 2S7**

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Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

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Full Name (Last name first, if individual) **Herrick, Lloyd**

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Business or Residence Address: **111 Hawksbrow Mews NW Calgary AB T3G 3B6**

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Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

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Full Name (Last name first, if individual) **Halpin, Robert A**

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Business or Residence Address: **35 Discovery Woods Villas SW, Calgary, AB T3H 5A7**

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Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

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Full Name (Last name first, if individual) **Noyes, Erwin L.**

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Business or Residence Address: **1911 Meadowbank Road, Saanichton, BC V8M 1X9**

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Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

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Full Name (Last name first, if individual) **Chase, Geoffrey C.**

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Business or Residence Address: **1451 Varsity Estates Drive N.W., Calgary, AB T3B 3E4**

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Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

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Full Name (Last name first, if individual) **Dyment, Fred**

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Business or Residence Address: **242, 215 Range Road 33A, Calgary, AB T3Z 2W1**

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**(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)**

**C. INFORMATION ABOUT OFFERING**

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... Yes No  
[ ] [ x ]

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?..... \$ N/A

3. Does the offering permit joint ownership of a single unit?..... Yes No  
[ ] [ x ]

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual) **Orion Securities (USA), Inc.**

Business or Residence Address: **221 North La Salle Street, Suite 3900 Chicago, Illinois USA 60601**

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... [ ] All States

[AL] [AK] [AZ] [AR] [CA]x [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]  
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]  
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]  
[RI] [SC] [SD] [TN] [TX]x [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual) **Griffiths McBurney Corp.**

Business or Residence Address: **Suite 1100, 145 King Street West Toronto, Ontario M5H 1J8**

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... [ ] All States

[AL] [AK] [AZ] [AR] [CA]x [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]  
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]  
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]  
[RI] [SC] [SD] [TN] [TX]x [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... [ ] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

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**(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)**

**D. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt .....	\$0	\$0
Equity ... <b>(See Exhibit A)</b> .....	<b>\$9,228,111.75</b>	<b>\$9,228,111.75</b>
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants) .....	\$0	\$0
Partnership Interests .....	\$0	\$0
Other (Specify _____).	\$0	\$0
Total .....	<b>\$9,228,111.75</b>	<b>\$9,228,111.75</b>

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors .....	<b>3</b>	<b>\$924,634.91</b>
Non-accredited Investors .....	0	\$0
Total (for filings under Rule 504 only) .....	0	\$0

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505 .....	0	\$0
<u>Regulation A</u> .....	0	\$0
Rule 504 .....	0	\$0
Total .....	0	\$0

4. a. Furnish a statement of all expenses in connection with the issuance

and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees .....	[X] \$6,708.00
Printing and Engraving Costs .....	[ ] \$ 0
Legal Fees .....	[X] \$83,850.00
Accounting Fees .....	[X] \$19,564.72
Engineering Fees .....	[ ] \$0
Sales Commissions (specify finders' fees separately) .....	[X] \$636,740.13
Other Expenses (identify) <b>Exchange filing/listing fees</b> .....	[X] \$57,577.50
Total .....	[X] \$167,700.22

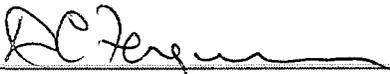
b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." ..... **\$8,423,671.40**

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, Payments & To Affiliates Others	
Salaries and fees .....	\$0	\$0
Purchase of real estate .....	\$0	\$0
Purchase, rental or leasing and installation of machinery and equipment .....	\$0	\$0
Construction or leasing of plant buildings and facilities.....	\$0	\$0
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) .....	\$0	\$0
Repayment of indebtedness .....	\$0	\$0
Working capital .....	\$0	\$0
Other (specify): To finance ongoing capital expenditure requirements for the Company's operations in the Arab Republic of Egypt, Republic of Yemen and Alberta, Canada .....	\$0	\$8,423,671.40
Column Totals .....	\$0	\$8,423,671.40
Total Payments Listed (column totals added) .....		\$8,423,671.40

**E. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date
TransGlobe Energy Corporation		December 6, 2004
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
David C. Ferguson	Vice President, Finance and Chief Financial Officer	

**ATTENTION**

**Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)**

**Exhibit A**  
**TransGlobe Energy Corporation**  
**Private Placement – November 2004**

The Issuer sold 2,350,000 common shares at a purchase price of CDN \$4.35 (US \$3.65) per share by way of a public offering in Canada and a private offering in the United States.

The offering, which was effected in Canada in reliance upon SEC Regulation S and in the U.S. in reliance upon SEC Regulation D, was pursuant to an underwriting agreement (the "Agreement") whereby the underwriters purchased 2,350,000 shares pursuant to the Agreement for gross proceeds to the Issuer (not excluding underwriters' commissions and additional costs) in the amount of CDN \$11,005,500 (US \$9,228,111.75). Pursuant to an over-allotment option as per the Agreement, the underwriters were granted, and have exercised, an option to purchase an additional 379,500 common shares of the Issuer at CDN \$4.35 per share within 30 days from the closing date.

253,500 shares were purchased in the U.S. by three accredited investors for total proceeds of US \$924,634.91. The U.S. offering was made by two U.S. registered broker-dealers, Orion Securities (USA), Inc. and Griffiths McBurney Corp., each affiliates of one of the underwriters.