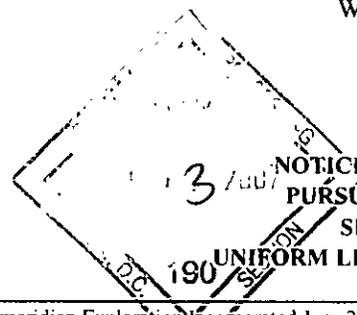


1132645

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



07070068



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: Transmeridian Exploration Incorporated June 2007 Private Offering of 20% Junior Redeemable Convertible Preferred Stock, Par Value \$0.0006 Per Share (the "Junior Convertible Preferred Stock")

Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE

Type of Filing: New Filing Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

Transmeridian Exploration Incorporated

Address of Executive Offices (Number and Street, City, State, Zip Code)
397 N. Sam Houston Parkway E., Suite 300, Houston, TX 77060

Telephone Number (Including Area Code)
(281) 999-9091

Address of Principal Business Operations (Number and Street, City, State, Zip Code)
397 N. Sam Houston Parkway E., Suite 300, Houston, TX 77060

Telephone Number (Including Area Code)
(281) 999-9091

Brief Description of Business

Exploration, development, and production of oil and gas

Type of Business Organization

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

PROCESSED

JUL 11 2007

THOMSON
FINANCIAL

Actual or Estimated Date of Incorporation or Organization:

Month		Year	
0	4	0	0

Actual Estimated

Jurisdiction of Incorporation: (Enter two-letter U.S. Postal Service Abbreviation for State; CN for Canada; FN for other foreign jurisdiction)

D	E
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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 the 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 to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

TRANSMERIDIAN EXPLORATION INCORPORATED

A. BASIC IDENTIFICATION DATA

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.

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

Full Name (Last name first, if individual)

Kenmont Special Opportunities Master Fund, L.P.

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

c/o Kenmont Investments Management, L.P., 711 Louisiana, Suite 1750, Houston, Texas 77002

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

Full Name (Last name first, if individual)

Man Mac Miesque 10B Ltd.

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

c/o Kenmont Investments Management, L.P., 711 Louisiana, Suite 1750, Houston, Texas 77002

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

Full Name (Last name first, if individual)

Fursa Master Global Event Driven Fund, LP

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

444 Merrick Road, Suite 104, Lynbrook, New York 11563

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

Full Name (Last name first, if individual)

Whitebox Convertible Arbitrage Partners, LP

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

3033 Excelsior Boulevard, Suite 300, Minneapolis, Minnesota 55416-4675

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

Full Name (Last name first, if individual)

Whitebox Hedged High Yield Partners, LP

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

3033 Excelsior Boulevard, Suite 300, Minneapolis, Minnesota 55416-4675

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

Full Name (Last name first, if individual)

Whitebox Intermarket Partners, LP

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

3033 Excelsior Boulevard, Suite 300, Minneapolis, Minnesota 55416-4675

TRANSMERIDIAN EXPLORATION INCORPORATED
(Continued)

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

Full Name (Last name first, if individual)

Pandora Select Partners, LP

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

3033 Excelsior Boulevard, Suite 300, Minneapolis, Minnesota 55416-4675

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

Full Name (Last name first, if individual)

Guggenheim Portfolio Company XXXI, LLC

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

135 East 57th Street, New York, New York 10022

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

Full Name (Last name first, if individual)

GPC LIX, LLC

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

135 East 57th Street, New York, New York 10022

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

Full Name (Last name first, if individual)

Linden Capital LP

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

450 Park Ave., Suite 3001, New York, New York 10022

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

Full Name (Last name first, if individual)

Silver Oak Capital LLC

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

245 Park Ave., 26th Floor, New York, New York 10167

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

Full Name (Last name first, if individual)

Basso Fund Ltd.

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

1266 East Main Street, Stamford, CT 06902

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

TRANSMERIDIAN EXPLORATION INCORPORATED
(Continued)

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

Full Name (Last name first, if individual)

Basso Holdings Ltd.

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

c/o Basso Capital Management L.P., 1226 East Main Street, 4th Floor, Stamford, CT 06902

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

Full Name (Last name first, if individual)

Basso Multi-Strategy Holding Fund

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

c/o Basso Capital Management L.P., 1226 East Main Street, 4th Floor, Stamford, CT 06902

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

Full Name (Last name first, if individual)

Greenwich Investment Partners LP

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

546 Fifth Ave., 14th Floor, New York, New York 10036

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

Full Name (Last name first, if individual)

Dr. Wolfgang Rupp

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

Altkonigstr.41, 61462 Konigstein, GERMANY

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

Full Name (Last name first, if individual)

AKV Altonig-Verwaltungs GmbH

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

Altkonigstr.41, 61462 Konigstein, GERMANY

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

Full Name (Last name first, if individual)

RHP Master Fund, Ltd.

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

c/o Rock Hill Investment Management, L.P., 3 Bala Plaza East, Suite 585, Bala Cynwyd, Pennsylvania 19004

TRANSMERIDIAN EXPLORATION INCORPORATED
(Continued)

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

Full Name (Last name first, if individual)

Capital Ventures International

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

c/o Heights Capital Management, Inc., 101 California Street, Suite 3150, San Francisco, CA 94111

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

Full Name (Last name first, if individual)

Investcorp Silverback Arbitrage Master Fund Limited

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

c/o Silverback Asset Management, LLC, 1414 Raleigh Road, Suite 250, Chapel Hill, NC 27517

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

B. INFORMATION ABOUT OFFERING

- | | | |
|---|--------------------------|-------------------------------------|
| 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? | Yes | No |
| | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| Answer also in Appendix, Column 2, if filing under ULOE. | | |
| 2. What is the minimum investment that will be accepted from any individual? | No minimum | |
| | Yes | No |
| 3. Does the offering permit joint ownership of a single unit? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 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)

Jefferies & Co., Inc.

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

51 JFK Parkway, 3rd Floor, Short Hills, NJ 07078

Name of Associated Broker or Dealer

Not applicable

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]	<u>[CA]</u>	[CO]	<u>[CT]</u>	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	<u>[MN]</u>	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	<u>[NY]</u>	<u>[NC]</u>	[ND]	[OH]	[OK]	[OR]	<u>[PA]</u>
[RI]	[SC]	[SD]	[TN]	<u>[TX]</u>	[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]

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]

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

C. 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 securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ 0	\$ 0
Equity	\$ 55,000,000	\$ 55,000,000
Convertible Securities (including warrants).....	\$ 0	\$ 0
Partnership Interests.....	\$ 0	\$ 0
Other (specify).....	\$ 0	\$ 0
Total	\$ 55,000,000	\$ 55,000,000

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	20	\$ 55,000,000
Non-accredited Investors	0	\$ 0
Total (for filings under Rule 504 only)	<u>N/A</u>	\$ <u>N/A</u>

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, in 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	NOT APPLICABLE	Type of Security	Dollar Amount Sold
Rule 505.....		_____	\$ _____
Regulation A.....		_____	\$ _____
Rule 504.....		_____	\$ _____
Total		_____	\$ _____

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 (trustee fees).....	<input checked="" type="checkbox"/>	\$ 15,000
Printing and Engraving Costs.....	<input type="checkbox"/>	\$ 0
Legal Fees (includes fees of counsel to issuers, trustee, placement agent, and lead investor).....	<input checked="" type="checkbox"/>	\$ 450,000
Accounting Fees	<input type="checkbox"/>	\$ 0
Engineering Fees.....	<input type="checkbox"/>	\$ 0
Sales Commissions (placement agent fees).....	<input checked="" type="checkbox"/>	\$ 3,025,000
Other Expenses (identify) (placement agent out-of-pocket expenses).....	<input checked="" type="checkbox"/>	\$ 5,000
Total	<input checked="" type="checkbox"/>	\$ 3,495,000

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

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."

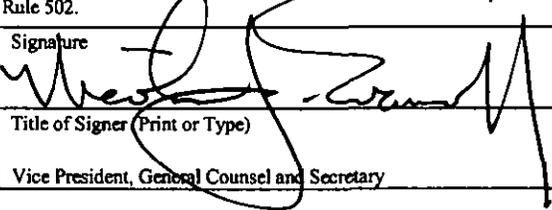
\$ 51,505,000

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, and Affiliates	Payments to Others
Salaries and fees.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchases of real estate.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
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).....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital.....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ 51,505,000
Other (specify) (pre-funded interest on issued notes):.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals.....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ 51,505,000
Total Payments Listed (column totals added).....		<input checked="" type="checkbox"/> \$ 51,505,000

D. 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
Transmeridian Exploration Incorporated		July 2, 2007
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Nicolas J. Evanoff	Vice President, General Counsel and Secretary	

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

END