

1436829

FORM D

Notice of Exempt Offering of Securities

U.S. Securities and Exchange Commission

Washington, DC 20549

(See instructions beginning on page 5)

**OMB APPROVAL**  
 OMB Number: 3235-0076  
 Expires: October 31, 2008  
 Estimated average burden hours per response: 4.00

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

Item 1. Issuer's Identity

Name of Issuer: GEOHEDRAL LLC  
 Jurisdiction of Incorporation/Organization: Oklahoma  
 Year of Incorporation/Organization (Select one):  
 Over Five Years Ago  Within Last Five Years (specify year) 2006  Yet to Be Formed

Previous Name(s)  None  
 PROCESSED  
 DEC 24 2008  
 THOMSON REUTERS

Entity Type (Select one):  
 Corporation  
 Limited Partnership  
 Limited Liability Company  
 General Partnership  
 Business Trust  
 Other (Specify)

(If more than one issuer is filing this notice, check this box  and identify additional issuer(s) by attaching Items 1 and 2 Continuation Page(s).)

Item 2. Principal Place of Business and Contact Information

Street Address 1: 301 N. W. 63rd Street, Suite 400  
 Street Address 2:  
 City: Oklahoma City State/Province/Country: OK ZIP/Postal Code: 73116 Phone No.: (405) 842-2333

Item 3. Related Persons

Last Name: Beard First Name: William Middle Name: M.  
 Street Address 1: 301 N. W. 63rd Street, Suite 400 Street Address 2:  
 City: Oklahoma City State/Province/Country: OK ZIP/Postal Code: 73116  
 Relationship(s):  Executive Officer  Director  Promoter  
 Clarification of Response (if Necessary): Managing Member

(Identify additional related persons by checking this box  and attaching Item 3 Continuation Page(s).)

Item 4. Industry Group (Select one)

Agriculture  
 Banking and Financial Services  
 Commercial Banking  
 Insurance  
 Investing  
 Investment Banking  
 Pooled Investment Fund  
 If selecting this industry group, also select one fund type below and answer the question below:  
 Hedge Fund  
 Private Equity Fund  
 Venture Capital Fund  
 Other Investment Fund  
 Is the issuer registered as an investment company under the Investment Company Act of 1940?  Yes  No  
 Other Banking & Financial Services

Business Services  
 Energy  
 Electric Utilities  
 Energy Conservation  
 Coal Mining  
 Environmental Services  
 Oil & Gas  
 Other Energy  
 Health Care  
 Biotechnology  
 Health Insurance  
 Hospitals & Physicians  
 Pharmaceuticals  
 Other Health Care  
 Manufacturing  
 Real Estate  
 Commercial

Construction  
 REITS & Finance  
 Residential  
 Other Real Estate  
 Retailing  
 Restaurants  
 Technology  
 Computers  
 Telecommunications  
 Other Technology  
 Travel  
 Oth.



Item 5. Issuer Size (Select one)

Revenue Range (for issuer not specifying "hedge" or "other investment" fund in Item 4 above)

- No Revenues
- \$1 - \$1,000,000
- \$1,000,001 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

OR

Aggregate Net Asset Value Range (for issuer specifying "hedge" or "other investment" fund in Item 4 above)

- No Aggregate Net Asset Value
- \$1 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$50,000,000
- \$50,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

Item 6. Federal Exemptions and Exclusions Claimed (Select all that apply)

- |  |  |   |
|--|--|---|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Investment Company Act Section 3(c) |   |
| <input type="checkbox"/> Rule 504(b)(1)(i)                       | <input type="checkbox"/> Section 3(c)(1)                     | <input type="checkbox"/> Section 3(c)(9)  |
| <input type="checkbox"/> Rule 504(b)(1)(ii)                      | <input type="checkbox"/> Section 3(c)(2)                     | <input type="checkbox"/> Section 3(c)(10) |
| <input type="checkbox"/> Rule 504(b)(1)(iii)                     | <input type="checkbox"/> Section 3(c)(3)                     | <input type="checkbox"/> Section 3(c)(11) |
| <input type="checkbox"/> Rule 505                                | <input type="checkbox"/> Section 3(c)(4)                     | <input type="checkbox"/> Section 3(c)(12) |
| <input checked="" type="checkbox"/> Rule 506                     | <input type="checkbox"/> Section 3(c)(5)                     | <input type="checkbox"/> Section 3(c)(13) |
| <input type="checkbox"/> Securities Act Section 4(6)             | <input type="checkbox"/> Section 3(c)(6)                     | <input type="checkbox"/> Section 3(c)(14) |
|  | <input type="checkbox"/> Section 3(c)(7)                     |   |

Item 7. Type of Filing

- New Notice      OR       Amendment

Date of First Sale in this Offering:       OR       First Sale Yet to Occur

Item 8. Duration of Offering

Does the issuer intend this offering to last more than one year?       Yes       No

Item 9. Type(s) of Securities Offered (Select all that apply)

- |  |   |
|--|---|
| <input checked="" type="checkbox"/> Equity   | <input type="checkbox"/> Pooled Investment Fund Interests       |
| <input type="checkbox"/> Debt  | <input type="checkbox"/> Tenant-in-Common Securities            |
| <input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security                                  | <input checked="" type="checkbox"/> Mineral Property Securities |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (Describe)                       |
- 

Item 10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?       Yes       No

Clarification of Response (if Necessary)

**Item 16. Use of Proceeds**

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ 56,000

Estimate

Clarification of Response (if Necessary)

7 months salary to P. Jan Cannon @ \$5,000/month; 7 months overhead charge to The Beard Company @ \$3,000/month.

**Signature and Submission**

Please verify the information you have entered and review the Terms of Submission below before signing and submitting this notice.

**Terms of Submission.** In Submitting this notice, each identified issuer is:

Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in accordance with applicable law, the information furnished to offerees.\*

Irrevocably appointing each of the Secretary of the SEC and the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

Each identified issuer has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person. (Check this box  and attach Signature Continuation Pages for signatures of issuers identified in Item 1 above but not represented by signer below.)

Issuer(s)

GEOHEDRAL LLC

Name of Signer

Herb Mee, Jr.

Signature

*Herb Mee, Jr.*

Title

Managing Member & CFO

Number of continuation pages attached:

5

Date

12/4/08

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 number.

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name: Mee, First Name: Herbert, Middle Name: M., Jr.  
Street Address 1: 301 N. W. 63rd Street, Suite 400, Street Address 2:  
City: Oklahoma City, State/Province/Country: OK, ZIP/Postal Code: 73116  
Relationship(s):  Executive Officer,  Director,  Promoter  
Clarification of Response (if Necessary): Managing Member

Last Name: Martine, First Name: Jack, Middle Name: A.  
Street Address 1: Same, Street Address 2:  
City: , State/Province/Country: , ZIP/Postal Code:   
Relationship(s):  Executive Officer,  Director,  Promoter  
Clarification of Response (if Necessary):

Last Name: Green, First Name: Hue, Middle Name: T.  
Street Address 1: Same, Street Address 2:  
City: , State/Province/Country: , ZIP/Postal Code:   
Relationship(s):  Executive Officer,  Director,  Promoter  
Clarification of Response (if Necessary):

Last Name: Dubben, First Name: Harl, Middle Name: R.  
Street Address 1: Same, Street Address 2:  
City: , State/Province/Country: , ZIP/Postal Code:   
Relationship(s):  Executive Officer,  Director,  Promoter  
Clarification of Response (if Necessary):

(Copy and use additional copies of this page as necessary.)

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name: The Beard Company      First Name:      Middle Name:

Street Address 1: 301 N. W. 63rd Street, Suite 400      Street Address 2:

City: Oklahoma City      State/Province/Country: OK      ZIP/Postal Code: 73116

Relationship(s):  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name: Cannon      First Name: Phillip      Middle Name: Jan

Street Address 1: 400 A. 3rd Street      Street Address 2:

City: Tecumseh      State/Province/Country: OK      ZIP/Postal Code: 74873

Relationship(s):  Executive Officer  Director  Promoter

Clarification of Response (if Necessary): Managing Member

Last Name: Adams      First Name: Neva      Middle Name: B.

Street Address 1: 3032 Rosewood Lane      Street Address 2:

City: Oklahoma City      State/Province/Country: OK      ZIP/Postal Code: 73120

Relationship(s):  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name: Philpot Family Trust      First Name:      Middle Name:

Street Address 1: 214 W. 12th Street      Street Address 2:

City: Ada      State/Province/Country: OK      ZIP/Postal Code: 74820

Relationship(s):  Executive Officer  Director  Promoter

Clarification of Response (if Necessary): G. O. and Beth Philpot Family Trust dated May 21, 1992 - c/o Doug Haney, Trustee

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name: Carlson, First Name: Rick, Middle Name: Anthony  
Street Address 1: 14508 Butterfield Drive, Street Address 2: [Blank]  
City: Edmond, State/Province/Country: OK, ZIP/Postal Code: 73013  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary): Managing Member

Last Name: Swisher, First Name: George, Middle Name: William, Jr.  
Street Address 1: 1500 Dorchester Drive, Street Address 2: [Blank]  
City: Oklahoma City, State/Province/Country: OK, ZIP/Postal Code: 73120  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary): Managing Member

Last Name: Horton, First Name: Richard, Middle Name: R.  
Street Address 1: 10900 Hefner Pointe Drive, Street Address 2: [Blank]  
City: Oklahoma City, State/Province/Country: OK, ZIP/Postal Code: 73120  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary): Managing Member

Last Name: Brennan III, First Name: Joseph, Middle Name: [Blank]  
Street Address 1: 17312 Club Hill Lane, Street Address 2: [Blank]  
City: Dallas, State/Province/Country: TX, ZIP/Postal Code: 75248  
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary): Managing Member

(Copy and use additional copies of this page as necessary.)

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name:  First Name:  Middle Name:   
Street Address 1:  Street Address 2:   
City:  State/Province/Country:  ZIP/Postal Code:   
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary):

Last Name:  First Name:  Middle Name:   
Street Address 1:  Street Address 2:   
City:  State/Province/Country:  ZIP/Postal Code:   
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary):

Last Name:  First Name:  Middle Name:   
Street Address 1:  Street Address 2:   
City:  State/Province/Country:  ZIP/Postal Code:   
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary):

Last Name:  First Name:  Middle Name:   
Street Address 1:  Street Address 2:   
City:  State/Province/Country:  ZIP/Postal Code:   
Relationship(s):  Executive Officer  Director  Promoter  
Clarification of Response (if Necessary):

(Copy and use additional copies of this page as necessary.)

Item 12 Continuation Page

Item 12. Sales Compensation (Continued)

Recipient

Adams, John E.

(Associated) Broker or Dealer  None

Oak Hills Securities, Inc.

Street Address 1

13905 Quail Pointe Drive

City

Oklahoma City

State/Province/Country

OK

ZIP/Postal Code

73134

Recipient CRD Number

1096

No CRD Number

(Associated) Broker or Dealer CRD Number

145579

No CRD Number

Street Address 2

States of Solicitation  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

Recipient

(Associated) Broker or Dealer  None

Street Address 1

City

State/Province/Country

ZIP/Postal Code

Recipient CRD Number

No CRD Number

(Associated) Broker or Dealer CRD Number

No CRD Number

Street Address 2

States of Solicitation  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

(Copy and use additional copies of this page as necessary.)

END