

Edgar Filing: American Petroleum Group Inc - Form SC 13D

American Petroleum Group Inc
Form SC 13D
February 11, 2005

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2(a)
(Amendment No.: __)

AMERICAN PETROLEUM GROUP, INC.
(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.0001
(Title of Class of Securities)

028864 10 6
(CUSIP Number)

JAMES W. ZIMBLER
234 EAST COLLEGE AVENUE
STATE COLLEGE, PA 16801
(814) 234-0212

(Name Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

SEPTEMBER 9, 2004
(Date of Event which Requires Filing of this Statement)

If filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box [].

Note. Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided on a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however see the Notes)

SCHEDULE 13D

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CUSIP No.: 028864 10 6

1 Name of Reporting Person
I.R.S. Identification No. of Above Person

JAMES W. ZIMBLER

2 CHECK THE APPROPRIATE BOX IF MEMBER OF A GROUP (a)

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED []
PURSUANT TO ITEMS 2(d) or 2(e)
Not Applicable

6 CITIZENSHIP OR PLACE OF ORGANIZATION
UNITED STATES

Number of 7 SOLE VOTING POWER
Shares 500,000

Beneficially 8 SHARED VOTING POWER
Owned by 1,348,750
Each

Reporting Person 9 SOLE DISPOSITIVE POWER
With 500,000

10 SHARED DISPOSITIVE POWER
1,348,750

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
500,000

12 CHECK BOX IF THAT AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES _ _ _ _

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
14.7%

14 TYPE OF REPORTING PERSON
IN, HC

Item 1. SECURITY AND ISSUER

The class of securities to which this statement relates is the common stock, \$0.001 par value (the "Common Stock") of American Petroleum Group, Inc., located at 1400 N Gannon Drive, Hoffman Estates, IL 60194

ITEM 2. IDENTITY AND BACKGROUND

(a) - (c)

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Name	Principal Occupation	Employer	Address
James W. Zimbler	Consultant	Self	234 E. College Ave State College, PA 16801
	(d) None		
	(e) None		
	(f) United States		

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Issued pursuant to Compensation Agreement with Issuer

ITEM 4. PURPOSE OF TRANSACTION

Purpose of issuance was as part of compensation for serving as Director and General Counsel of Issuer

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) Aggregate Number and Percentage of Securities. The Reporting Person is the beneficial owner of 500,000 shares of Common Stock of the Issuer, representing approximately 14.7% of the Issuer's common stock (based upon 3,740,000 shares of common stock outstanding at November 19, 2004).

(b) Power to Vote and Dispose. The Reporting Person has sole voting and dispositive power over the 50,000 shares beneficially owned by the Reporting Person.

(c) Transactions Within the Past 60 Days. Except as noted herein, the Reporting Person has not effected any other transactions in the Issuer's securities, including shares of the Issuer's common stock, within sixty (60) days preceding the date hereof.

(d) Certain Rights of Other Persons. Not Applicable

(e) Date Ceased to be a 5% Owner. Not Applicable

ITEM 6.

CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

Not Applicable

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Not Applicable

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated as of December 29, 2004

/s/ James W. Zimbler

James W. Zimbler