

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934.

Date of Report: (Date of Earliest Event Reported) **January 2, 2013 (December 28, 2012)**

PANHANDLE OIL AND GAS INC.

(Exact name of registrant as specified in its charter)

OKLAHOMA

001-31759

73-1055775

(State or other jurisdiction
of incorporation)

(Commission File Number)

(I.R.S. Employer
Identification No.)

**5400 North Grand Blvd.,
Suite 300**

Oklahoma City, OK
(Address of principal executive offices)

73112
(Zip code)

(405) 948-1560

(Registrant's telephone number including area code)

Not Applicable

(Former name or former address if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act
 - Pre-commencement communications pursuant to Rule 14d-2 (b) under the Exchange Act
 - Pre-commencement communications pursuant to Rule 13e-4 (c) under the Exchange Act
-

**ITEM 5.02 Departure of Directors or Certain Officers; Election of Directors;
Appointment of Certain Officers**

On December 28, 2012, Bruce M. Bell resigned from the board of directors (Board) of Panhandle Oil and Gas Inc. (Panhandle) after eight years of service as a director. Due to the age requirements of Panhandle's bylaws, Mr. Bell would have been required to retire from the Board at the March 7, 2013 annual meeting of Panhandle's shareholders; however, Mr. Bell opted to resign before the end of 2012.

ITEM 7.01 Regulation FD Disclosures

On December 28, 2012 the Company issued a press release announcing the Changes in Management. The full text of the press release is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

In accordance with General Instruction B.2 to Form 8-K, the information contained in Exhibit 99.1 is being "furnished" and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

ITEM 9.01 Financial Statements and Exhibits

(d) *Exhibits*

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release issued by Panhandle Oil and Gas Inc., dated December 28, 2012

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PANHANDLE OIL AND GAS INC.

By: /s/ Michael C. Coffman

Michael C. Coffman,
President and CEO

DATE: January 2, 2013

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release issued by Panhandle Oil and Gas Inc., dated December 28, 2012

FOR IMMEDIATE RELEASE

Michael C. Coffman
405.948.1560

PANHANDLE OIL AND GAS INC.

Announces Retirement of Director

OKLAHOMA CITY, Dec. 28, 2012- PANHANDLE OIL AND GAS INC. (NYSE-PHX) announced that Bruce M. Bell retired from Panhandle's board of directors effective December 28, 2012. Mr. Bell would have been subject to the Company's mandatory retirement age for its directors in March 2013. Mr. Bell chose to retire in calendar 2012.

Michael C. Coffman, President and CEO of Panhandle stated, "Bruce has served Panhandle's shareholders as a director since 2004. His contributions to the board and his service as chairman of and on several board committees during his tenure are deeply appreciated and he will be missed."

Panhandle Oil and Gas Inc. (NYSE-PHX) is engaged in the exploration for and production of natural gas and oil. Additional information on the Company can be found at www.panhandleoilandgas.com.

****END****