

FINANCIAL DISCLOSURE REPORT

FOR CALENDAR YEAR 2008

*Report Required by the Ethics
in Government Act of 1978,
(5 U.S.C. app. §§101-111)*

1. Person Reporting (<i>Last name, first, middle initial</i>) Heaton, Joe L.	2. Court or Organization District Court - Western District of Oklahoma	3. Date of Report 05/05/2009
4. Title (<i>Article III judges indicate active or senior status; magistrate judges indicate full- or part-time</i>) U.S. District Judge	5a. Report Type (check appropriate type) ___ Nomination, Date _____ ___ Initial <input checked="" type="checkbox"/> Annual ___ Final 5b. ___ Amended Report	6. Reporting Period 01/01/2008 to 12/31/2008
7. Chambers or Office Address U.S. Courthouse, 200 NW 4 th Street, Room 3108 Oklahoma City, Oklahoma 73102	8. On the basis of the information contained in this Report and any modifications pertaining thereto, it is, in my opinion, in compliance with applicable laws and regulations. Reviewing Officer _____ Date _____	

IMPORTANT NOTES: The instructions accompanying this form must be followed. Complete all parts, checking the NONE box for each part where you have no reportable information. Sign on last page.

I. POSITIONS. (*Reporting individual only; see pp. 9-13 of Instructions.*)

NONE (No reportable positions.)

<u>POSITION</u>	<u>NAME OF ORGANIZATION/ENTITY</u>
1. Custodian/co-signer	Custodial Accounts 1 and 2
2. Secretary - Treasurer	[REDACTED]
3.	

II. AGREEMENTS. (*Reporting individual only; see pp. 14-16 of Instructions.*)

NONE (No reportable agreements.)

<u>DATE</u>	<u>PARTIES AND TERMS</u>
1. N/A	Oklahoma Public Employees Retirement System - vested. Eligible at age 62
2.	

RECEIVED
 2009 MAY 12 A 9:37
 FINANCIAL OFFICE
 DISCLOSURE OFFICE

III. NON-INVESTMENT INCOME. (*Reporting individual and spouse; see pp. 17-24 of Instructions.*)

A. Filer's Non-Investment Income

NONE (No reportable non-investment income.)

<u>DATE</u>	<u>SOURCE AND TYPE</u>	<u>INCOME</u>
1.		\$
2.		\$
3.		\$

B. Spouse's Non-Investment Income - If you were married during any portion of the reporting year, please complete this section (dollar amount not required except for honoraria).

NONE (No reportable non-investment income.)

1.		
2.		

FINANCIAL DISCLOSURE REPORT

Name of Person Reporting

Heaton, Joe L.

Date of Report

05/05/2009

IV. REIMBURSEMENTS -- transportation, lodging, food, entertainment.
(Includes those to spouse and dependent children. See pp. 25-27 of Instructions.)

NONE (No such reportable reimbursements.)

	<u>SOURCE</u>	<u>DATES</u>	<u>LOCATION</u>	<u>PURPOSE</u>	<u>ITEMS PROVIDED OR PAID</u>
1.					
2.					
3.					
4.					
5.					
6.					
7.					

V. GIFTS. *(Includes those to spouse and dependent children. See pp. 28-31 of Instructions.)*

NONE (No such reportable gifts.)

	<u>SOURCE</u>	<u>DESCRIPTION</u>	<u>VALUE</u>
1.			\$
2.			\$
3.			\$
4.			\$

VI. LIABILITIES. *(Includes those of spouse and dependent children. See pp. 32-33 of Instructions.)*

NONE (No reportable liabilities.)

	<u>CREDITOR</u>	<u>DESCRIPTION</u>	<u>VALUE CODE</u>
1.			
2.			
3.			
4.			
5.			

*Value Codes: J=\$15,000 or less K=\$15,001-\$50,000 L=\$50,001-\$100,000 M=\$100,001-\$250,000
 N=\$250,001-\$500,000 O=\$500,001-\$1,000,000 P1=\$1,000,001-\$5,000,000
 P2=\$5,000,001-\$25,000,000 P3=\$25,000,001-50,000,000 P4=\$50,000,001 or more

FINANCIAL DISCLOSURE REPORT

Name of Person Reporting

Heaton, Joe L.

Date of Report

05/05/2009

VII. Page 1 INVESTMENTS and TRUSTS -- income, value, transactions (Includes those of spouse and dependent children. See pp. 34-60 of Instructions.)

A. Description of Assets (including trust assets) <i>Place "(X)" after each asset exempt from prior disclosure.</i>	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period				
	(1)	(2)	(1)	(2)	(1)	If not exempt from disclosure			
	Amt. Code1 (A-H)	Type (e.g., div., rent or int.)	Value Code2 (J-P)	Value Method Code3 (Q-W)	Type (e.g., buy, sell, merger, redemption)	(2) Date: Month- Day	(3) Value Code2 (J-P)	(4) Gain Code1 (A-H)	(5) Identity of buyer/seller (if private transaction)
<input type="checkbox"/> NONE (No reportable income, assets, or transactions.)									
1 Duke Energy common stock	B	Dividend	K	T					
2 Spectra Energy common stock	A	Dividend	K	T					
3 Xcel Energy common stock	B	Dividend	K	T					
4 Oil & gas working interest	E	Royalty	K	V					
5 Smith Barney money fund (Citibank NA Bank Deposit Program)	B	Dividend	K	T					
6 Investment Company of America	C	Dividend	M	T					
7 Europacific Growth Fund	B	Dividend	K	T					
8 Okla. Dev. Finance Auth. bonds (St. John's Health System)	A	Interest	K	T					
9 Bank of Oklahoma accounts		None	J	T					
10 323 East Mosier Limited Partnership ltd. part. interest	E	Rent	M	U					
11 Masterpiece Properties LP - ltd. part. interest	B	Rent	L	U					
12 Meadowood II LP ltd. part. int. real est. dev., Cleveland County, OK	A	Rent	M	U					
13 Hollywood Shopping Center LLC, Norman, Oklahoma	C	Rent	J	U					
14 West Oaks Rentals, gen. Part. Norman, Oklahoma office bldg.	A	Rent	J	U					
15 Norman Builders Supply common stock		None	J	U					
16 Norman Construction & Paving common stock		None	J	U					
17 DDB Limited Partnership, ltd. part. interest	C	Rent	M	U					

1	Income/Gain Codes: (See Col. B1, D4)	A=\$1,000 or less F=\$50,001-\$100,000	B=\$1,001-\$2,500 G=\$100,001-\$1,000,000	C=\$2,501-\$5,000 H=\$1,000,001-\$5,000,000	D=\$5,001-\$15,000 H2=More than \$5,000,000	E=\$15,001-\$50,000
2	Value Codes: (See Col. C1, D3)	J=\$15,000 or less N=\$250,001-\$500,000 P3=\$25,000,001-\$50,000,000	K=\$15,001-\$50,000 O=\$500,001-\$1,000,000	L=\$50,001-\$100,000 P1=\$1,000,001-\$5,000,000 P4=More than \$5,000,000	M=\$100,001-\$250,000 P2=\$5,000,001-\$25,000,000	
3	Value Method Codes: (See Col. C2)	Q=Appraisal U=Book value	R=Cost (real estate only) V=Other	S=Assessment W=Estimated	T=Cash/Market	

FINANCIAL DISCLOSURE REPORT

Name of Person Reporting Heaton, Joe L.	Date of Report 05/05/2009
--	------------------------------

VII. Page 2 INVESTMENTS and TRUSTS -- income, value, transactions (Includes those of spouse and dependent children. See pp. 34-60 of Instructions.)

A. Description of Assets (including trust assets) <i>Place "(X)" after each asset exempt from prior disclosure.</i>	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period				
	(1) Amt. Code1 (A-H)	(2) Type (e.g., div., rent or int.)	(1) Value Code2 (J-P)	(2) Value Method Code (Q-W)	(1) Type (e.g., buy, sell, merger, redemption)	If not exempt from disclosure			
						(2) Date: Month-Day	(3) Value Code2 (J-P)	(4) Gain Code1 (A-H)	(5) Identity of buyer/seller (if private transaction)
NONE (No reportable income, assets, or transactions)									
18 Growth Fund America	B	Dividend	L	T	partial sale	4/14	C	B	
19 ING - USA Life Ins. Co., (Formally Equitable of Iowa) - whole life ins.	A	Dividend	J	U					
20 Individual Retirement Account #1	D	Dividend	M	T					
21 - Amcap Fund									
22 - Investment Company of America									
23 - Smith Barney Money Funds - case portfolio - A									
24 - Growth Fund of America Account									
25 - EuroPacific Growth Fund					Bought	4/22	C		
26 Individual Retirement Account #2	C	Dividend	M	T					
27 - Amcap Fund									
28 - Investment Company of America									
29 - Smith Barney Money Funds - case portfolio - A									
30 - Growth Fund of America									
31 - EuroPacific Growth Fund					Bought	4/22	C		
32 Custodial Account #1	C		M	T					
33 - Smith Barney money funds (Mun. Money Market Fund - Ch A)									
34 - Smith Barney Large Cap Value fund (now Legg Mason)									

1	Income/Gain Codes: (See Col. B1, D4)	A=\$1,000 or less F=\$50,001-\$100,000	B=\$1,001-\$2,500 G=\$100,001-\$1,000,000	C=\$2,501-\$5,000 H=\$1,000,001-\$5,000,000	D=\$5,001-\$15,000 H2=More than \$5,000,000	E=\$15,001-\$50,000
2	Value Codes: (See Col. C1, D3)	J=\$15,000 or less N=\$250,001-\$500,000 P3=\$25,000,001-\$50,000,000	K=\$15,001-\$50,000 O=\$500,001-\$1,000,000	L=\$50,001-\$100,000 P1=\$1,000,001-\$5,000,000 P4=More than \$50,000,000	M=\$100,001-\$250,000 P2=\$5,000,001-\$25,000,000	
3	Value Method Codes: (See Col. C2)	Q=Appraisal U=Book value	R=Cost (real estate only) V=Other	S=Assessment W=Estimated	T=Cash/Market	

FINANCIAL DISCLOSURE REPORT

Name of Person Reporting

Heaton, Joe L.

Date of Report

05/05/2009

VII. Page 3 INVESTMENTS and TRUSTS -- income, value, transactions (Includes those of spouse and dependent children. See pp. 34-60 of Instructions.)

A. Description of Assets (including trust assets) <i>Place "(X)" after each asset exempt from prior disclosure.</i>	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period				
	(1)	(2)	(1)	(2)	(1)	If not exempt from disclosure			
	Amt. Code1 (A-H)	Type (e.g., div., rent or int.)	Value Code2 (J-P)	Value Method Code (Q-W)	Type (e.g., buy, sell, merger, redemption)	(2) Date: Month- Day	(3) Value Code2 (J-P)	(4) Gain Code1 (A-H)	(5) Identity of buyer/seller (if private transaction)
<input type="checkbox"/> NONE (No reportable income, assets, or transactions)									
35 - Growth Fund of America									
36 - 323 East Mosier LP, ltd. part. interest									
37 - Masterpiece Properties LP, ltd. part. interest									
38 - Meadowood II LP, ltd. part. interest									
39 - DDB Limited Part. ltd. part. interest									
40 Custodial Account #2	B		M	T					
41 - Smith Barney money fund (Citibank NA Bank Deposit program)									
41 - Bank of Oklahoma account									
43 - Smith Barney Large Cap Value Fund (now Legg Mason)									
44 - Growth Fund of America									
45 - 323 East Mosier LP, ltd. part. interest									
46 - Meadowood II LP, ltd. part. interest									
47 - DDB Limited Part ltd. part. int.									
48 - Masterpiece Properties LP, ltd. part. interest									
49									
50									
51									

1	Income/Gain Codes: (See Col. B1, D4)	A=\$1,000 or less F=\$50,001-\$100,000	B=\$1,001-\$2,500 G=\$100,001-\$1,000,000	C=\$2,501-\$5,000 H1=\$1,000,001-\$5,000,000	D=\$5,001-\$15,000 H2=More than \$5,000,000	E=\$15,001-\$50,000
2	Value Codes: (See Col. C1, D3)	J=\$15,000 or less N=\$250,001-\$500,000 P3=\$25,000,001-\$50,000,000	K=\$15,001-\$50,000 O=\$500,001-\$1,000,000	L=\$50,001-\$100,000 P1=\$1,000,001-\$5,000,000 P4=More than \$50,000,000	M=\$100,001-\$250,000 P2=\$5,000,001-\$25,000,000	
3	Value Method Codes: (See Col. C2)	Q=Appraisal U=Book value	R=Cost (real estate only) V=Other	S=Assessment W=Estimated	T=Cash/Market	

FINANCIAL DISCLOSURE REPORT

Name of Person Reporting

Heaton, Joe L.

Date of Report

05/05/2009

VII. Page 4 INVESTMENTS and TRUSTS -- income, value, transactions *(Includes those of spouse and dependent children. See pp. 34-60 of Instructions.)*

A. Description of Assets (including trust assets) <i>Place "(X)" after each asset exempt from prior disclosure.</i>	B. Income during reporting period		C. Gross value at end of reporting period		D. Transactions during reporting period				
	(1)	(2)	(1)	(2)	(1)	If not exempt from disclosure			
	Amt. Code1 (A-H)	Type (e.g., div., rent or int.)	Value Code2 (J-P)	Value Method Code (Q-W)	Type (e.g., buy, sell, merger, redemption)	(2) Date: Month-Day	(3) Value Code2 (J-P)	(4) Gain Code1 (A-H)	(5) Identity of buyer/seller (if private transaction)
NONE (No reportable income, assets, or transactions)									
52									
53									
54									
55									
56									
57									
58									
59									
60									
61									
62									
61									
63									
64									
65									
66									
67									

1	Income/Gain Codes: (See Col. B1, D4)	A=\$1,000 or less F=\$50,001-\$100,000	B=\$1,001-\$2,500 G=\$100,001-\$1,000,000	C=\$2,501-\$5,000 H1=\$1,000,001-\$5,000,000	D=\$5,001-\$15,000 H2=More than \$5,000,000	E=\$15,001-\$50,000
2	Value Codes: (See Col. C1, D3)	J=\$15,000 or less N=\$250,001-\$500,000 P3=\$25,000,001-\$50,000,000	K=\$15,001-\$50,000 O=\$500,001-\$1,000,000	L=\$50,001-\$100,000 P1=\$1,000,001-\$5,000,000 P4=More than \$50,000,000	M=\$100,001-\$250,000 P2=\$5,000,001-\$25,000,000	
3	Value Method Codes: (See Col. C2)	Q=Appraisal U=Book value	R=Cost (real estate only) V=Other	S=Assessment W=Estimated	T=Cash/Market	

68									
69									

FINANCIAL DISCLOSURE REPORT

Name of Person Reporting Heaton, Joe L.	Date of Report 05/05/2009
--	------------------------------

VIII. ADDITIONAL INFORMATION OR EXPLANATIONS (Indicate part of Report.)

1. The value of the oil and gas working interest identified in Part VII, line 4, is based on average monthly income during the period x36 months. The wells are located in Oklahoma (Folmar) and McClain ██████████ Counties, Oklahoma.
2. As to the custodial accounts shown in Part VII, filer is the custodian or co-signer of the bank account and assets in brokerage account. ██████████ custodian as to limited partnership interests. Valuations of publicly traded funds are based on cash/market; values of limited partnership interests are based on book value.
3. The limited partnership interests identified in Part VII, lines 10, 11, 12 and 17 also had interest or dividend income in addition to rental income (per K-1).

IX. CERTIFICATION.

I certify that all information given above (including information pertaining to my spouse and minor or dependent children, if any) is accurate, true, and complete to the best of my knowledge and belief, and that any information not reported was withheld because it met applicable statutory provisions permitting non-disclosure.

I further certify that earned income from outside employment and honoraria and the acceptance of gifts which have been reported are in compliance with the provisions of 5 U.S.C. app. § 501 et. seq., 5 U.S.C. § 7353 and Judicial Conference regulations.

Signature _____

NOTE: ANY INDIVIDUAL WHO KNOWINGLY AND WILFULLY FALSIFIES OR FAILS TO FILE THIS REPORT MAY BE SUBJECT TO CIVIL AND CRIMINAL SANCTIONS (5 U.S.C. app. § 104.)