

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

SCHEDULE 13G/A

Information Statement Pursuant to Rules 13d-1 and 13d-2  
Under the Securities Exchange Act of 1934

(Amendment No. 1)\*

Gulfport Energy Corporation  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

402635108  
(CUSIP Number)

October 12, 1998  
(Date of Event which requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which  
this Schedule is filed;

/  Rule 13d-1(b)

/  Rule 13d-1(c)

/  Rule 13d-1(d)

\* 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 the disclosures provided in a prior cover page.

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

CUSIP No. 402635106

1. Names of Reporting Persons: Peter M. Faulkner

I.R.S. Identification Nos. of above persons (entities only):

2. Check the Appropriate Box if a member of a Group (See instructions)

(a)  /

(b)  /

3. SEC Use Only

4. Citizenship or Place of Organization: U.S.A.

Number of Shares Beneficially by Owned by Each Reporting Person with:	5. Sole Voting Power:
	6. Shared Voting Power: 12,038,650
	7. Sole Dispositive Power:
	8. Shared Dispositive Power: 12,038,650

9. Aggregate Amount Beneficially Owned by Each Reporting Person: 12,038,650

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions)

11. Percent of Class Represented by Amount in Row (9): 6.99%

12. Type of Reporting Person (See Instructions): IN

CUSIP No. 402635106

1. Names of Reporting Persons: PMF Partners, L.L.C.

I.R.S. Identification Nos. of above persons (entities only):

2. Check the Appropriate Box if a member of a Group (See instructions)

(a) / /

(b) /x/

3. SEC Use Only

4. Citizenship or Place of Organization: Delaware

Number of Shares Beneficially by Owned by Each Reporting Person with:	5. Sole Voting Power:
	6. Shared Voting Power: 12,038,650
	7. Sole Dispositive Power:
	8. Shared Dispositive Power: 12,038,650

9. Aggregate Amount Beneficially Owned by Each Reporting Person: 12,038,650

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions)

11. Percent of Class Represented by Amount in Row (9): 6.99%

12. Type of Reporting Person (See Instructions) OO - limited liability company

CUSIP No. 402635106

1. Names of Reporting Persons: Rumpere Capital, L.P.

I.R.S. Identification Nos. of above persons (entities only):

2. Check the Appropriate Box if a member of a Group (See instructions)

(a) / /

(b) /x/

3. SEC Use Only

4. Citizenship or Place of Organization: Delaware

Number of Shares  
Beneficially by  
Owned by Each  
Reporting Person  
with:

5. Sole Voting Power:

6. Shared Voting Power: 9,884,246

7. Sole Dispositive Power:

8. Shared Dispositive Power: 9,884,246

9. Aggregate Amount Beneficially Owned by Each Reporting Person: 9,884,246

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions)

11. Percent of Class Represented by Amount in Row (9): 5.74%

12. Type of Reporting Person (See Instructions) PN

CUSIP No. 402635106

1. Names of Reporting Persons: Rumpere Capital Fund, Ltd.

I.R.S. Identification Nos. of above persons (entities only):

2. Check the Appropriate Box if a member of a Group (See instructions)

(a) / /

(b) /x/

3. SEC Use Only

4. Citizenship or Place of Organization: British Virgin Islands

Number of Shares  
Beneficially by  
Owned by Each  
Reporting Person  
with:

5. Sole Voting Power:

6. Shared Voting Power: 2,154,404

7. Sole Dispositive Power:

8. Shared Dispositive Power: 2,154,404
9. Aggregate Amount Beneficially Owned by Each Reporting Person: 2,154,404
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions)
11. Percent of Class Represented by Amount in Row (9): 1.25%
12. Type of Reporting Person (See Instructions) CO

Item 1.

(a) Name of Issuer

Gulfport Energy Corporation

(b) Address of Issuer's Principal Executive Offices

6307 Waterford Blvd.  
Building D, Suite 100  
Oklahoma City, Oklahoma 73118

Item 2.

(a) Name of Person Filing

Peter M. Faulkner  
PMF Partners, L.L.C.  
Rumpere Capital, L.P.  
Rumpere Capital Fund, Ltd.

(b) Address of Principal Business Office or, if note, Residence

Peter M. Faulkner: 767 Third Avenue, Fifth Floor,  
New York, NY 10017  
PMF Partners, L.L.C.: 767 Third Avenue, Fifth Floor,  
New York, NY 10017  
Rumpere Capital, L.P.: 767 Third Avenue, Fifth Floor,  
New York, NY 10017  
Rumpere Capital Fund, Ltd.: Citco Fund Services (BVI), Ltd.,  
P.O. Box 662, Road Town, Tortola,  
British Virgin Islands

(c) Citizenship

Peter M. Faulkner - U.S.A.  
PMF Partners, L.L.C. - New York  
Rumpere Capital, L.P. - Delaware  
Rumpere Capital Fund, Ltd. - British Virgin Islands

(d) Title of Class of Securities

Common Stock

(e) CUSIP Number

402635106

- Item 3. If this statement is filed pursuant to Sections 240.13d-1(b) 240.13d-2(b) or (c), check whether the person is filing is a:

- (a) / / Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) / / Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c);
- (c) / / Insurance company as defined in section 3(a) (19) of the Act (15 U.S.C. 78c);
- (d) / / Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) / / An investment adviser in accordance with Section 240.13d-1(b) (1) (ii) (E);
- (f) / / An employee benefit plan or endowment fund in accordance with Section 240.13d-1(b) (1) (ii) (F);
- (g) / / A parent holding company or control person in accordance with Section 240.13d-1(b) (1) (ii) (G);
- (h) / / A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) / / A church plan that is excluded from the definition of an investment company under section 3(c) (14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) / / Group, in accordance with Section 240.13d-1(b) (1) (ii) (J).

Item 4. Ownership:

Peter M. Faulkner

- (a) Amount beneficially owned: 12,038,650(1).
- (b) Percent of class: 6.99%.
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote: none.
  - (ii) Shared power to vote or to direct the vote: 12,038,650(1).
  - (iii) Sole power to dispose or to direct the disposition of: none.
  - (iv) Shared power to dispose or to direct the disposition of: 12,038,650(1)
- (1) Represents 9,884,246 shares of Common Stock of the subject company held by Rumpere Capital, L.P. and 2,154,404 shares of common stock of the subject company held by Rumpere Capital Fund, Ltd. Mr. Faulkner is the managing member of PMF Partners, L.L.C., which is the general partner of Rumpere Capital, L.P. and the investment advisor for Rumpere Capital Fund, Ltd. Mr. Faulkner disclaims beneficial ownership of any of the securities covered by this Schedule 13G.

PMF Partners, L.L.C.

- (a) Amount beneficially owned: 12,038,650(2).
- (b) Percent of class: 6.99%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote: none.
  - (ii) Shared power to vote or to direct the vote: 12,038,650(2).

(iii) Sole power to dispose or to direct the disposition of: none.

(iv) Shared power to dispose or to direct the disposition of:  
12,038,650(2).

(2) Represents 9,884,245 shares of Common Stock of the subject company held by Rumpere Capital, L.P. and 2,154,404 shares of common stock of the subject company held by Rumpere Capital Fund, Ltd. PMF Partners, L.L.C. is the general partner of Rumpere Capital, L.P. and the investment advisor for Rumpere Capital Fund, Ltd. PMF Partners, L.L.C. disclaims beneficial ownership of any of the securities covered by this Schedule 13G.

Rumpere Capital, L.P.

(a) Amount beneficially owned: 9,884,245.

(b) Percent of class: 5.74%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: none.

(ii) Shared power to vote or to direct the vote: 9,884,245.

(iii) Sole power to dispose or to direct the disposition of: none.

(iv) Shared power to dispose or to direct the disposition of:  
9,884,245.

Rumpere Capital Fund, Ltd.

(a) Amount beneficially owned: 2,154,404.

(b) Percent of class: 1.25%.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: none.

(ii) Shared power to vote or to direct the vote: 2,154,404.

(iii) Sole power to dispose or to direct the disposition of:  
2,154,404.

(iv) Shared power to dispose or to direct the disposition of: none.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following / /

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

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.

February 22, 1999

-----  
Date

/s/ Peter M. Faulkner

-----  
Signature

Peter M. Faulkner

-----  
Name

PMF PARTNERS, L.L.C.

By: /s/ Peter M. Faulkner

-----  
Peter M. Faulkner  
Managing Member

RUMPERE CAPITAL, L.P.

By: PMF Partners, L.L.C., its general partner

By: /s/ Peter M. Faulkner

-----  
Peter M. Faulkner  
Managing Member

RUMPERE CAPITAL FUND, LTD.

By: PMF Partners, L.L.C., its investment advisor

By: /s/ Peter M. Faulkner

-----  
Peter M. Faulkner  
Managing Member

