

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: December 24, 2007
(Date of earliest event reported)

Croff Enterprises, Inc
(Exact name of registrant as specified in its charter)

CO
(State or other jurisdiction
of incorporation)

000-16731
(Commission File
Number)

87-0233535
(IRS Employer
Identification Number)

3773 Cherry Creek Drive North Suite 1025
(Address of principal executive offices)

80209
(Zip Code)

3033831555
(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 (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01. Other Events

Item 9.01. Financial Statements and Exhibits

(a) Financial statements:

None

(b) Pro forma financial information:

None

(c) Shell company transactions:

None

(d) Exhibits

99.1 [Press Release of Croff Enterprises, Inc dated December 24, 2007](#)

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.

Dated: December 24, 2007

CROFF ENTERPRISES, INC

By: /s/ Sarah Straughan
Sarah Straughan

Exhibit Index

Exhibit No.

Description

99.1

Press Release of Croff Enterprises, Inc dated December 24, 2007

Croff Plan of Corporate Division Approved

DENVER, CO -- 12/24/2007 -- Croff Enterprises, Inc. (OTCBB: COFF) announced the results of the special shareholder's meeting held on December 21, 2007. This special meeting was called to approve the corporate plan of division and reorganization adopted by the board of directors on October 25, 2007. The Plan of Corporate Division separates Croff into two companies. The Plan requires the formation of a new Utah corporation to be known as Croff Oil Company, Inc., as a separate corporation from Croff Enterprises, Inc.

All of the oil and gas assets, related bank accounts, and intangible assets relating to oil and gas and all oil and gas liabilities will be assigned to this new corporation which will initially be a wholly owned subsidiary. Effective by year end 2007, each Croff Preferred B shareholder will be entitled to one restricted common share in the new Croff Oil Company, Inc. for each preferred B share currently held. The new private company will contain all the oil and gas assets and liabilities and will be owned by the Preferred B shareholders. The Preferred B shares currently have all of the oil and gas assets pledged to them. Croff Enterprises, Inc. will continue as a public corporation seeking merger, acquisition, or other reorganization opportunities, with only the one class of common shares issued.

Also approved as part of the special meeting were two proposals to increase the authorized common and preferred "A" shares issued. The authorized common was increased from 20 to 50 million shares, while the authorized preferred "A" was increased from 5 to 10 million shares. Additionally the shareholders elected to retain the current board for another year, and approved Ronald Chadwick P.C., CPA as the company's independent auditor for the next year.

For a copy of the 2007 Proxy statement or the Plan of Corporate Reorganization and Division visit the corporate profile section of our website at www.croff.com

Croff is an independent energy company engaged in the business of oil and natural gas production, primarily through ownership of perpetual mineral interests and acquisition of producing oil and natural gas leases. This news release contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, which are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995.

For More Information Contact:

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