

PETROHAWK ENERGY CORP
 Form 4
 May 26, 2005

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MILLER DAVID B

2. Issuer Name and Ticker or Trading Symbol
**PETROHAWK ENERGY CORP
 [HAWK]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
04/01/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

**3811 TURTLE CREEK
 BOULEVARD, SUITE 1080**

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

DALLAS, TX 75219

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	04/01/2005		J ⁽¹⁾	954	A \$ 10.48	3,274,689	I by EnCap Energy Capital Fund IV L.P. and PHAWK LLC ⁽⁵⁾
Common Stock	05/25/2005		A	5,000	A \$ 0	3,274,689	I by EnCap Energy Capital Fund IV

Common Stock	05/25/2005	J ⁽²⁾	5,000	D	\$ 0	3,274,689	I	L.P. and PHAWK LLC by EnCap Energy Capital Fund IV L.P. and PHAWK LLC ⁽⁵⁾
Common Stock	05/25/2005	J ⁽³⁾	10,000	A	\$ 0	3,274,689	I	by EnCap Energy Capital Fund IV L.P. and PHAWK LLC ⁽⁵⁾
Common Stock	05/25/2005	J ⁽⁴⁾	1,168	A	\$ 8.56	3,274,689	I	by EnCap Energy Capital Fund IV L.P. and PHAWK LLC ⁽⁵⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLER DAVID B 3811 TURTLE CREEK BOULEVARD SUITE 1080 DALLAS, TX 75219	X	X		

Signatures

/s/ David B.
Miller

05/25/2005

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- Represents 477 shares of Common Stock granted to EnCap Energy Capital Fund IV, L.P. as compensation for the reporting person
- (1) serving on the Issuer's board of directors and 477 shares of Common Stock granted to EnCap Capital Fund IV, L.P. as compensation for D. Martin Phillips serving on the Issuer's board of directors
- (2) Represents restricted shares of Common Stock that were assigned by the reporting person to EnCap Energy Capital Fund IV, L.P.
- Represents 5,000 shares of Common Stock granted to the reporting person as compensation for serving on the Issuer's board of directors and assigned by the reporting person to EnCap Energy Capital Fund IV, L.P. and 5,000 shares of Common Stock granted to D. Martin Phillips as compensation for serving on the Issuer's board of directors and assigned by D. Martin Phillips to EnCap Energy Capital Fund IV, L.P.
- (3) Represents 584 shares of Common Stock granted to EnCap Energy Capital Fund IV, L.P. as compensation for the reporting person
- (4) serving on the Issuer's board of directors and 584 shares of Common Stock granted to EnCap Capital Fund IV, L.P. as compensation for D. Martin Phillips serving on the Issuer's board of directors
- Represents 28,932 shares owned by EnCap Energy Capital Fund IV, L.P. and 3,245,757 shares owned by PHAWK, LLC. The reporting
- (5) person disclaims any beneficial ownership of the securities owned by PHAWK, LLC or EnCap Energy Capital Fund IV, L.P. in excess of its pecuniary interest in such securities.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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