

Mize Mark
Form 4
March 23, 2011

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 *
Mize Mark

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1000 LOUISIANA, SUITE 5600
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/21/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP - CFO, Treasurer

HOUSTON, TX 77002

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 03/21/2011 | | M | | 15,000 | A | \$ 10.23 |
| | | | | | 152,007 ⁽¹⁾ | | |
| Common Stock | 03/21/2011 | | M | | 50,000 | A | \$ 18.08 |
| | | | | | 202,007 | | |
| Common Stock | 03/21/2011 | | M | | 48,666 | A | \$ 15.23 |
| | | | | | 250,673 | | |
| Common Stock | 03/21/2011 | | S | | 1,600 | D | \$ 22.66 |
| | | | | | 249,073 | | |
| Common Stock | 03/21/2011 | | S | | 6,180 | D | \$ 22.67 |
| | | | | | 242,893 | | |

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| | | | | | | | |
|--------------|------------|---|-------|---|------------|---------|---|
| Common Stock | 03/21/2011 | S | 1,900 | D | \$ 22.6701 | 240,993 | D |
| Common Stock | 03/21/2011 | S | 1,100 | D | \$ 22.6765 | 239,893 | D |
| Common Stock | 03/21/2011 | S | 800 | D | \$ 22.6788 | 239,093 | D |
| Common Stock | 03/21/2011 | S | 4,500 | D | \$ 22.68 | 234,593 | D |
| Common Stock | 03/21/2011 | S | 1,000 | D | \$ 22.6801 | 233,593 | D |
| Common Stock | 03/21/2011 | S | 3,400 | D | \$ 22.6844 | 230,193 | D |
| Common Stock | 03/21/2011 | S | 6,932 | D | \$ 22.69 | 223,261 | D |
| Common Stock | 03/21/2011 | S | 3,518 | D | \$ 22.6901 | 219,743 | D |
| Common Stock | 03/21/2011 | S | 2,300 | D | \$ 22.6973 | 217,443 | D |
| Common Stock | 03/21/2011 | S | 2,600 | D | \$ 22.6984 | 214,843 | D |
| Common Stock | 03/21/2011 | S | 9,038 | D | \$ 22.7 | 205,805 | D |
| Common Stock | 03/21/2011 | S | 2,300 | D | \$ 22.7016 | 203,505 | D |
| Common Stock | 03/21/2011 | S | 582 | D | \$ 22.71 | 202,923 | D |
| Common Stock | 03/21/2011 | S | 2,300 | D | \$ 22.7101 | 200,623 | D |
| Common Stock | 03/21/2011 | S | 7,350 | D | \$ 22.72 | 193,273 | D |
| Common Stock | 03/21/2011 | S | 1,200 | D | \$ 22.7266 | 192,073 | D |
| Common Stock | 03/21/2011 | S | 640 | D | \$ 22.73 | 191,433 | D |
| Common Stock | 03/21/2011 | S | 2,500 | D | \$ 22.7352 | 188,933 | D |
| Common Stock | 03/21/2011 | S | 800 | D | \$ 22.75 | 188,133 | D |
| Common Stock | 03/21/2011 | S | 5,600 | D | \$ 22.76 | 182,533 | D |

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).
A review of the reporting person's brokerage account holdings resulted in the discovery that the reporting person's common stock holdings have been overstated by five shares. Accordingly, the reporting person's common stock holdings have been reduced by five shares.
- (1) The option vested in three equal annual installments beginning August 11, 2007.
- (2) The option vested in three equal annual installments beginning February 28, 2009.
- (3) The option vests in three equal annual installments beginning March 2, 2010.
- (4) The stock appreciation right vested in three equal annual installments beginning March 2, 2008.

Remarks:

This report is one of three. The total number of shares sold by the reporting person on March 21, 2011 was 123,666. The total
Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.