

PETROHAWK ENERGY CORP
Form 4
August 24, 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 *
CHRISTMAS JAMES W

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)
08/15/2011

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

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 | (A) or (D) | Price |
| Common Stock | 08/15/2011 | | G | V | 52,000 | D | \$ 0 1,919,297 |
| Common Stock | 08/20/2011 | | U | | 1,919,297 | D | \$ 38.75 0 |
| Common Stock | 08/20/2011 | | D | | 12,400 | D | \$ 38.75 0 |
| Common Stock | 08/20/2011 | | U | | 59,400 | D | \$ 38.75 0 |
| Common Stock | 08/20/2011 | | U | | 60,000 | D | \$ 38.75 0 |

See Note (1)

By GRAT

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Common Stock 08/20/2011 U 30,544 D \$ 38.75 0 I By IRA

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

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(9-02)

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 | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|--|---------|--|-----------------|---|----------------------------|
| | | | | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 2.24 | 08/20/2011 | | D | | 148,161 | (2) | 07/01/2013 | Common Stock | 148,161 |
| Stock Option (right to buy) | \$ 4.4 | 08/20/2011 | | D | | 71,117 | (2) | 01/02/2014 | Common Stock | 71,117 |
| Stock Option (right to buy) | \$ 5.62 | 08/20/2011 | | D | | 71,117 | (2) | 07/01/2014 | Common Stock | 71,117 |
| Stock Option (right to buy) | \$ 5.75 | 08/20/2011 | | D | | 59,382 | (2) | 01/03/2015 | Common Stock | 59,382 |
| Stock Option (right to buy) | \$ 7.59 | 08/20/2011 | | D | | 59,382 | (2) | 07/01/2015 | Common Stock | 59,382 |
| Stock Option (right to buy) | \$ 10.22 | 08/20/2011 | | D | | 82,851 | (2) | 01/02/2016 | Common Stock | 82,851 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|---------------|
| | Director | 10% Owner | Officer | Other |
| CHRISTMAS JAMES W 1000 LOUISIANA SUITE 5600 HOUSTON, TX 77002 | X | | | Vice Chairman |

Signatures

| | |
|--|---------------------|
| David S. Elkouri, Attorney-in-fact | 08/23/2011 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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).
- (1) These shares are held in trusts for the reporting person's children, the beneficial ownership of which is disclaimed. This report shall not be deemed an admission that the reporting person is the beneficial owner of the shares for purposes of Section 16 or any other purpose.
 - (2) This derivative security was cancelled pursuant to the Agreement and Plan of Merger in exchange for a cash payment equal to the difference between the exercise price and \$38.75.

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.