

Intrepid Potash, Inc.
Form SC 13D/A
March 24, 2011

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 9)***

INTREPID POTASH, INC.

(Name of Issuer)

Common Stock, \$0.001 par value

(Title of Class of Securities)

46121Y102

(CUSIP Number)

Hugh E. Harvey, Jr.

Executive Vice Chairman of the Board

Intrepid Potash, Inc.

707 17th Street, Suite 4200

Denver, Colorado 80202

(303) 296-3006

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

March 18, 2011

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(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box o.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

The information required on 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 that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1	Names of Reporting Persons Harvey Operating and Production Company
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Source of Funds (See Instructions) OO
5	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>
6	Citizenship or Place of Organization Colorado
7	Sole Voting Power 10,936,000
8	Shared Voting Power 0 (1)
9	Sole Dispositive Power 10,936,000
10	Shared Dispositive Power 0 (1)
11	Aggregate Amount Beneficially Owned by Each Reporting Person 10,936,000 (1)
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
13	Percent of Class Represented by Amount in Row 11 14.6% (2)
14	Type of Reporting Person (See Instructions) CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

(1) Excludes 11,521,000 shares of Common Stock of the Issuer held by Intrepid Production Corporation, which may be deemed to be beneficially owned by Harvey Operating and Production Company as a result of the relationships among Intrepid Production Corporation and Harvey Operating and Production Company described in Item 6 of this Schedule 13D. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by Harvey Operating and Production Company that it is the beneficial owner of any shares of Common Stock of the Issuer held by Intrepid Production Corporation.

(2) Based on the 75,126,589 shares of Common Stock of the Issuer outstanding as of February 15, 2011, as disclosed in the Issuer's most recent Annual Report on Form 10-K.

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1	Names of Reporting Persons Hugh E. Harvey, Jr.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Source of Funds (See Instructions) OO
5	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>
6	Citizenship or Place of Organization United States of America
7	Sole Voting Power 10,958,921 (1)
8	Shared Voting Power 0(2)
9	Sole Dispositive Power 10,958,921 (1)
10	Shared Dispositive Power 0(2)
11	Aggregate Amount Beneficially Owned by Each Reporting Person 10,958,921 (1) (2)
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
13	Percent of Class Represented by Amount in Row 11 14.6% (3)
14	Type of Reporting Person (See Instructions) IN

(1) Includes 10,936,000 shares held by Harvey Operating and Production Company that are or may be deemed to be beneficially owned by Hugh E. Harvey, Jr. Mr. Harvey is the sole shareholder, sole director and President of Harvey Operating and Production Company. Includes 22,921 shares held by Mr. Harvey directly that were granted to Mr. Harvey in connection with his employment by the Issuer. With respect to the 22,921 shares, 8,421 of those shares are vested and unrestricted and 14,500 of those shares are unvested and restricted.

(2) Excludes 11,521,000 shares of Common Stock of the Issuer held by Intrepid Production Corporation, which may be deemed to be beneficially owned by Hugh E. Harvey, Jr. as a result of the relationships among Intrepid Production Corporation and Harvey Operating and Production Company described in Item 6 of this Schedule 13D. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by Hugh E. Harvey, Jr. that he is the beneficial owner of any shares of Common Stock of the Issuer held by Intrepid Production Corporation.

(3) Based on the 75,126,589 shares of Common Stock of the Issuer outstanding as of February 15, 2011, as disclosed in the Issuer's most recent Annual Report on Form 10-K.

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Item 1.

Security and Issuer

This Amendment No. 9 amends the statement on Schedule 13D filed on May 5, 2008, as amended on December 16, 2008, June 10, 2009, November 12, 2009, January 21, 2010, June 18, 2010, August 17, 2010, August 23, 2010 and November 10, 2010, by Harvey Operating and Production Company, a Colorado corporation (HOPCO) and Hugh E. Harvey, Jr. (HEH) with respect to the Common Stock, par value \$0.001 per share (the Common Stock), of Intrepid Potash, Inc., a Delaware corporation (the Issuer). Capitalized terms used herein without definition have the meanings assigned to them in the Schedule 13D.

Item 5.

Interest in Securities of the Issuer

Item 5 of the Schedule 13D is hereby supplemented as follows:

(a) The responses of the Reporting Persons with regard to Items 11 and 13 of the cover pages to this Amendment No. 9 that relate to the aggregate number and percentage of Common Stock beneficially owned by such Reporting Persons are herein incorporated by reference.

(b) The responses of the Reporting Persons with regard to Items 7, 8, 9 and 10 of the cover pages to this Amendment No. 9 that relate to the number of shares as to which such persons have sole power to vote or to direct the vote, shared power to vote or to direct the vote, and sole or shared power to dispose or to direct the disposition are herein incorporated by reference.

(c) The following transactions in the Common Stock were effected by the Reporting Persons in the 60 days prior to the date of this filing:

(1) On March 16, 2011, HOPCO sold 381,150 shares of Common Stock in the open market for aggregate consideration of \$12,901,927.50. The shares were sold in multiple transactions at prices ranging from \$33.42 to \$34.57 per share.

(2) On March 17, 2011, HOPCO sold 159,121 shares of Common Stock in the open market for aggregate consideration of \$5,351,239.26. The shares were sold in multiple transactions at prices ranging from \$33.50 to \$34.03 per share.

(3) On March 18, 2011, HOPCO sold 314,510 shares of Common Stock in the open market for aggregate consideration of \$10,595,841.90. The shares were sold in multiple transactions at prices ranging from \$33.60 to \$34.00 per share.

(4) On March 21, 2011, HOPCO sold 145,219 shares of Common Stock in the open market for aggregate consideration of \$4,914,210.96. The shares were sold in multiple transactions at prices ranging from \$33.63 to \$34.14 per share.

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In addition, the following additional transactions in the Issuer's common stock have occurred in the 60 days prior to the date of this filing in connection with HEH's employment by the Issuer:

(i) On February 4, 2011, HEH surrendered 289 shares of Common Stock valued at \$36.99 per share to the Issuer in a net share settlement to satisfy income tax obligations on the vesting of restricted stock.

(ii) On February 23, 2011, HEH received a grant of 7,004 shares of restricted stock from the Issuer.

(iii) On February 25, 2011, HEH surrendered 1,889 shares of Common Stock valued at \$38.40 per share to the Issuer in a net share settlement to satisfy income tax obligations on the vesting of restricted stock.

Also, on December 22, 2010, Intrepid Production Corporation (IPC) gifted 15,000 shares of Common Stock. Shares owned by IPC may be deemed to be beneficially owned by the Reporting Persons as a result of the

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relationships among IPC and HOPCO previously described in Item 6 of this Schedule 13D. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by either of the Reporting Persons that he or it is the beneficial owner of any shares of Common Stock of the Issuer held by IPC.

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SIGNATURES

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: March 24, 2011

HARVEY OPERATING AND PRODUCTION COMPANY

By: /s/ Geoffrey T. Williams, Jr.
Name: Geoffrey T. Williams, Jr.
Title: Attorney-in-Fact

Dated: March 24, 2011

HUGH E. HARVEY, JR.

By: /s/ Geoffrey T. Williams, Jr.
Name: Geoffrey T. Williams, Jr.
Title: Attorney-in-Fact