

RAYNOLDS ROBERT G
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 *
RAYNOLDS ROBERT G

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)
08/20/2011

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

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	08/20/2011		U	154,510 D \$ 38.75	0	D	
Common Stock	08/20/2011		D	8,300 D \$ 38.75	0	D	
Common Stock	08/20/2011		U	797,352 D \$ 38.75	0	I	By Family Trust ⁽²⁾
Common Stock	08/20/2011		U	17,617 D \$ 38.75	0	I	See Note ⁽¹⁾
Common Stock	08/20/2011		U	3,478 D \$ 38.75	0	I	By SEP IRA

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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 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. Amount or Number of Shares
Stock Option (right to buy)	\$ 1.25	08/20/2011		D	2,370	<u>(3)</u> 05/23/2012	Common Stock	2,370
Stock Option (right to buy)	\$ 1.9	08/20/2011		D	2,370	<u>(3)</u> 05/27/2013	Common Stock	2,370
Stock Option (right to buy)	\$ 5.24	08/20/2011		D	2,370	<u>(3)</u> 05/24/2014	Common Stock	2,370
Stock Option (right to buy)	\$ 6.68	08/20/2011		D	21,335	<u>(3)</u> 06/15/2015	Common Stock	21,335

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAYNOLDS ROBERT G 1000 LOUISIANA SUITE 5600 HOUSTON, TX 77002	X			

Signatures

David S. Elkouri,
Attorney-in-fact

08/23/2011

__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 shares held in trust for reporting person's children. The reporting person disclaims beneficial ownership of the reported securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for the purposes of Section 16 or any other purposes.
- (1) The reporting person is one of four co-trustees of the trust and holds a remainder interest therein. The reporting person disclaims the beneficial ownership of the reported securities except to the extent of his pecuniary interest.
- (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.
- (3)

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.