

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 *
WILSON FLOYD C

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)
 06/02/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman of Board and CEO

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 | 06/02/2011 | | G | V 24,700 D \$ 0 | 2,769,851 | D | |
| Common Stock | 06/02/2011 | | G | V 24,700 A \$ 0 | 24,700 | I | By wife |
| Common Stock | 07/07/2011 | | G | V 5,264 D \$ 0 | 0 | I | By GRAT |
| Common Stock | 07/07/2011 | | G | V 1,316 A \$ 0 | 24,966 | I | See Note (1) |
| Common Stock | 07/13/2011 | | G | V 135,000 D \$ 0 | 2,829,586 (2) | D | |

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| | | | | | | | | | |
|--------------|------------|---|---|-----------|---|----------|-----------|---|--------------|
| Common Stock | 07/13/2011 | G | V | 135,000 | D | \$ 0 | 2,694,586 | D | |
| Common Stock | 07/14/2011 | G | V | 45,000 | D | \$ 0 | 2,649,586 | D | |
| Common Stock | 07/14/2011 | G | V | 45,000 | D | \$ 0 | 2,604,586 | D | |
| Common Stock | 07/13/2011 | G | V | 45,000 | A | \$ 0 | 69,966 | I | See Note (1) |
| Common Stock | 07/13/2011 | G | V | 135,000 | A | \$ 0 | 159,700 | I | By wife |
| Common Stock | 07/14/2011 | G | V | 15,000 | A | \$ 0 | 84,966 | I | See Note (1) |
| Common Stock | 07/14/2011 | G | V | 45,000 | A | \$ 0 | 204,700 | I | By wife |
| Common Stock | 08/20/2011 | U | | 2,604,586 | D | \$ 38.75 | 0 | D | |
| Common Stock | 08/20/2011 | U | | 84,966 | D | \$ 38.75 | 0 | I | See Note (1) |
| Common Stock | 08/20/2011 | U | | 204,700 | D | \$ 38.75 | 0 | I | By wife |
| Common Stock | 08/20/2011 | D | | 190,001 | D | \$ 38.75 | 0 | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Security (Instr. 3 and 4) | Amount of Underlying Security | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|-------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount of Underlying Security |
| Stock Option (right to buy) | \$ 20.57 | 08/20/2011 | | D | 200,000 | (3) | 02/23/2021 | Common Stock | 200,000 |
| Stock Option (right to buy) | \$ 21.18 | 08/20/2011 | | D | 200,000 | (3) | 02/24/2020 | Common Stock | 200,000 |

| | | | | | | | | |
|--------------------------------|----------|------------|---|---------|------------|------------|-----------------|-----|
| Stock Option (right to buy) | \$ 15.23 | 08/20/2011 | D | 185,000 | <u>(3)</u> | 03/02/2019 | Common Stock | 185 |
| Stock Option (right to buy) | \$ 18.08 | 08/20/2011 | D | 142,000 | <u>(3)</u> | 02/28/2018 | Common Stock | 142 |
| Stock Appreciation Right | \$ 11.64 | 08/20/2011 | D | 150,000 | <u>(3)</u> | 03/02/2017 | Common Stock | 150 |
| Stock Option (right to buy) | \$ 8.51 | 08/20/2011 | D | 175,000 | <u>(3)</u> | 01/26/2015 | Common Stock | 175 |
| Stock Option (right to buy) | \$ 7.5 | 08/20/2011 | D | 150,000 | <u>(3)</u> | 07/12/2014 | Common Stock | 150 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WILSON FLOYD C 1000 LOUISIANA SUITE 5600 HOUSTON, TX 77002 | X | | Chairman of Board and CEO | |

Signatures

Floyd C. Wilson 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).

These shares are held in trusts for the benefit of the reporting person's children and grandchildren. The reporting person disclaims

- (1) beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for Section 16 or any other purpose.
- (2) Includes GRAT distribution of 194,735 shares.
- (3) 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.

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