

PETROHAWK ENERGY CORP

Form 4

May 26, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
EnCap Investments GP, L.L.C.

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1100 LOUISIANA, SUITE 3150
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/01/2005

____ Director ____X____ 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)
X 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 or Disposed of (D) (Instr. 3, 4 and 5)	(A) or (D)	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)	
Common Stock	04/01/2005		J ⁽¹⁾	954	A	\$ 10.48	3,274,689	I	by EnCap Energy Capital Fund IV L.P. and PHAWK LLC ⁽⁴⁾
Common Stock	05/25/2005		J ⁽²⁾	10,000	A	\$ 0	3,274,689	I	by EnCap Energy Capital Fund IV L.P. and

Common Stock	05/25/2005	J ⁽³⁾	1,168	A	\$ 8.56	3,274,689	I	PHAWK LLC ⁽⁴⁾ by EnCap Energy Capital Fund IV L.P. and PHAWK LLC ⁽⁴⁾
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
EnCap Investments GP, L.L.C. 1100 LOUISIANA SUITE 3150 HOUSTON, TX 77002	X

Signatures

EnCap Investments GP, L.L.C., by /s/ David B. Miller, Senior Managing
Director

05/25/2005

 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).

(1) Represents 477 shares of Common Stock granted to EnCap Energy Capital Fund IV, L.P. as compensation for David B. Miller serving on the Issuer's board of directors and 477 shares of Common Stock granted to EnCap Capital Fund IV, L.P. as compensation for D. Martin Phillips serving on the Issuer's board of directors

(2) Represents 5,000 shares of Common Stock granted to David B. Miller as compensation for serving on the Issuer's board of directors and assigned by David B. Miller to EnCap Energy Capital Fund IV, L.P. and 5,000 shares of Common Stock granted to D. Martin Phillips as compensation for serving on the Issuer's board of directors and assigned by D. Martin Phillips to EnCap Energy Capital Fund IV, L.P.

(3) Represents 584 shares of Common Stock granted to EnCap Energy Capital Fund IV, L.P. as compensation for David B. Miller serving on the Issuer's board of directors and 584 shares of Common Stock granted to EnCap Capital Fund IV, L.P. as compensation for D. Martin Phillips serving on the Issuer's board of directors

(4) Represents 28,932 shares owned by EnCap Energy Capital Fund IV, L.P. and 3,245,757 shares owned by PHAWK, LLC. The reporting person disclaims any beneficial ownership of the securities owned by PHAWK, LLC or EnCap Energy Capital Fund IV, L.P. in excess of its pecuniary interest in such securities.

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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