

EDELMAN THOMAS J
 Form 4
 January 03, 2013

FORM 4

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

OMB APPROVAL

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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 *
 Edelman & Guill Energy L.P.

(Last) (First) (Middle)

700 LOUISIANA STREET, SUITE 4770

(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 PostRock Energy Corp [PSTR]

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/31/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount		
				Code	V		
					Price		

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount Number Shares
				(A)	(D)				
Common Stock Warrants (options to buy)	\$ 1.44	12/31/2012	<u>J(1)</u>	1,485,379		12/31/2012	06/30/2020	Common Stock	1,485,379
Common Stock Warrants (right to buy)	\$ 1.44	12/31/2012	<u>J(1)</u>	49,495		12/31/2012	06/30/2020	Common Stock	49,495
Common Stock Warrants (right to buy)	\$ 1.44	12/31/2012	<u>J(1)</u>	53,201		12/31/2012	06/30/2020	Common Stock	53,201
Common Stock Warrants (options to buy)	\$ 1.95	12/31/2012	<u>J(3)</u>	88,077		12/31/2012	06/30/2020	Common Stock	88,077
Common Stock Warrants (right to buy)	\$ 1.95	12/31/2012	<u>J(3)</u>	2,927		12/31/2012	06/30/2020	Common Stock	2,927
Common Stock Warrants (right to buy)	\$ 1.95	12/31/2012	<u>J(3)</u>	3,150		12/31/2012	06/30/2020	Common Stock	3,150
Common Stock Warrants (options to buy)	\$ 1.42	12/31/2012	<u>J(3)</u>	15,701		12/31/2012	06/30/2020	Common Stock	15,701
Common Stock Warrants (right to buy)	\$ 1.42	12/31/2012	<u>J(3)</u>	522		12/31/2012	06/30/2020	Common Stock	522
	\$ 1.42	12/31/2012	<u>J(3)</u>	562		12/31/2012	06/30/2020		562

Common
Stock
Warrants
(right to
buy)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Edelman & Guill Energy L.P. 700 LOUISIANA STREET SUITE 4770 HOUSTON, TX 77002	X	X		
Edelman & Guill Energy Ltd. 700 LOUISIANA STREET SUITE 4770 HOUSTON, TX 77002	X	X		
White Deer Energy L.P. 700 LOUISIANA STREET HOUSTON, TX 77002	X	X		
White Deer Energy TE L.P. 700 LOUISIANA STREET HOUSTON, TX 77002	X	X		
White Deer Energy FI, L.P. 700 LOUISIANA STREET SUITE 4770 HOUSTON, TX 77002	X	X		
EDELMAN THOMAS J 777 MAIN STREET SUITE 2500 FORT WORTH, TX 76102	X			
GUILL BEN A 600 TRAVIS SUITE 6000 HOUSTON, TX 77002	X	X		

Signatures

/s/ Thomas Edelman, director of Edelman & Guill Energy Ltd., general partner of Edelman & Guill Energy L.P., general partner of White Deer Energy L.P.

01/03/2013

__Signature of Reporting Person

Date

/s/ Thomas Edelman, director of Edelman & Guill Energy Ltd., general partner of Edelman & Guill Energy L.P., general partner of White Deer Energy TE L.P.

01/03/2013

__Signature of Reporting Person

Date

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/s/ Thomas Edelman, director of Edelman & Guill Energy Ltd., general partner of Edelman & Guill Energy L.P., general partner of White Deer Energy FI L.P.	01/03/2013
__Signature of Reporting Person	Date
/s/ Thomas Edelman, director of Edelman & Guill Energy Ltd., general partner of Edelman & Guill Energy L.P.	01/03/2013
__Signature of Reporting Person	Date
/s/ Thomas Edelman, director of Edelman & Guill Energy, Ltd.	01/03/2013
__Signature of Reporting Person	Date
/s/ Thomas Edelman	01/03/2013
__Signature of Reporting Person	Date
/s/ Thomas J. Edelman, as attorney in fact for Ben A. Guill	01/03/2013
__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).

Pursuant to a Securities Purchase Agreement dated September 2, 2010 between the Reporting Persons and the Issuer, the Reporting Persons acquired, among other securities of the Issuer, warrants to purchase an aggregate 19,047,619 shares of the Issuer's common stock.

- (1) The Reporting Persons also acquired the right to receive additional warrants on each quarterly dividend payment date of the Issuer's Series A Preferred Stock on which dividends are not paid in cash but instead accrue. On December 31, 2012, one such date passed, and thus the Reporting Persons acquired an aggregate of 1,588,075 warrants on December 31, 2012.

Mr. Edelman has been appointed as a director of the Issuer. Edelman & Guill Energy L.P. is the general partner of each of White Deer Energy L.P., White Deer Energy TE L.P. and White Deer Energy FI L.P. (collectively, the "Funds"), Edelman & Guill Energy Ltd. is the general partner of Edelman & Guill Energy L.P., and Messrs. Edelman and Guill are the directors of Edelman & Guill Energy Ltd.

- (2) Accordingly, each of Edelman & Guill Energy Ltd., Edelman & Guill Energy L.P. and Messrs. Edelman and Guill may be deemed to control the decisions of the Funds. The Reporting Persons disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interests therein, and this report shall not be deemed an admission that the reporting persons are the beneficial owners of these securities for purposes of Section 16 or for any other purpose.

Pursuant to a Securities Purchase Agreement dated August 1, 2012 between the Reporting Persons and the Issuer, the Reporting Persons acquired, among other securities of the Issuer, warrants to purchase an aggregate 3,076,923 shares of the Issuer's common stock. The

- (3) Reporting Persons also acquired the right to receive additional warrants on each quarterly dividend payment date of the Issuer's Series A Preferred Stock on which dividends are not paid in cash but instead accrue. On December 31, 2012, one such date passed, and thus the Reporting Persons acquired an aggregate of 94,154 warrants on December 31, 2012.

Pursuant to a Securities Purchase Agreement dated December 17, 2012 between the Reporting Persons and the Issuer, the Reporting Persons acquired, among other securities of the Issuer, warrants to purchase an aggregate 4,577,464 shares of the Issuer's common stock.

- (4) The Reporting Persons also acquired the right to receive additional warrants on each quarterly dividend payment date of the Issuer's Series A Preferred Stock on which dividends are not paid in cash but instead accrue. On December 31, 2012, one such date passed, and thus the Reporting Persons acquired an aggregate of 16,785 warrants on December 31, 2012.

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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