

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 *
HELM LARRY L

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)
 EVP - Finance & Administration

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 08/20/2011 | | U | 301,565 | \$ 38.75 | 0 | D |
| Common Stock | 08/20/2011 | | D | 73,634 | \$ 38.75 | 0 | D |

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

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SEC 1474 (9-02)

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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 (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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number of Shares |
| Stock Option (Right to buy) | \$ 20.57 | 08/20/2011 | | D | 83,500 | <u>(1)</u> 02/23/2021 | Common Stock 83,500 |
| Stock Option (Right to buy) | \$ 21.18 | 08/20/2011 | | D | 67,200 | <u>(1)</u> 02/24/2020 | Common Stock 67,200 |
| Stock Option (Right to buy) | \$ 15.23 | 08/20/2011 | | D | 73,000 | <u>(1)</u> 03/02/2019 | Common Stock 73,000 |
| Stock Option (Right to buy) | \$ 18.08 | 08/20/2011 | | D | 73,000 | <u>(1)</u> 02/28/2018 | Common Stock 73,000 |
| Stock Appreciation Rights | \$ 11.64 | 08/20/2011 | | D | 60,000 | <u>(1)</u> 03/02/2017 | Common Stock 60,000 |
| Stock Option (Right to buy) | \$ 8.51 | 08/20/2011 | | D | 125,000 | <u>(1)</u> 01/26/2015 | Common Stock 125,000 |
| Stock Option (Right to buy) | \$ 7.5 | 08/20/2011 | | D | 75,000 | <u>(1)</u> 07/12/2014 | Common Stock 75,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HELM LARRY L 1000 LOUISIANA SUITE 5600 HOUSTON, TX 77002 | | | EVP - Finance & Administration | |

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).
- (1) This derivative security was cancelled pursuant 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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