

HEROD STEPHEN W  
Form 4  
August 24, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
HEROD STEPHEN W

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  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP CORPORATE DEVELOPMENT

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)
				(A) or (D)			
			Code	V	Amount	(D)	Price
Common Stock	08/20/2011		U		377,149	D	\$ 38.75
Common Stock	08/20/2011		D		96,401	D	\$ 38.75

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	114,000	<u>(1)</u> 02/23/2021	Common Stock 114,000
Stock Option (Right to buy)	\$ 21.18	08/20/2011		D	89,600	<u>(1)</u> 02/24/2020	Common Stock 89,600
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	63,000	<u>(1)</u> 02/28/2018	Common Stock 63,000
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	100,000	<u>(1)</u> 01/26/2015	Common Stock 100,000
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
HEROD STEPHEN W 1000 LOUISIANA SUITE 5600 HOUSTON, TX 77002			EVP CORPORATE DEVELOPMENT	

## 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 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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