Holcombe H Weldon Form 4 February 19, 2009

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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**OMB APPROVAL** 

response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue.

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Common

Stock

(Print or Type Responses)

1. Name and A Holcombe H	Symbol	PETROHAWK ENERGY CORP				5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last) 1000 LOUIS	(First) (M	(Month/	Day/Year)				Director Z_ Officer (give below) EVP - M		Owner er (specify egion
HOUSTON,	(Street) TX 77002		endment, Da nth/Day/Year	0			6. Individual or J Applicable Line) _X_ Form filed by Form filed by Person	One Reporting Pe	erson
(City)	(State) (	(Zip) Tab	le I - Non-D	erivative S	ecuriti	ies Acq	uired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code	4. Securition(A) or Dis (D) (Instr. 3, 4)	sposed	of	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	02/17/2009		M	17,912	A	<u>(1)</u>	113,653	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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Through

401(k)

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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. Transactic Code (Instr. 8)	5. Number on 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Shares	<u>(2)</u>	02/17/2009		M	8,956 (3)	<u>(4)</u>	<u>(5)</u>	Common Stock	<u>(6)</u>

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Holcombe H Weldon 1000 LOUISIANA SUITE 5600 HOUSTON, TX 77002

**EVP - Mid Continent Region** 

## **Signatures**

David S. Elkouri, Attorney in Fact 02/19/2009

\*\*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) Each performance share represented a contingent right to receive issuer common stock. The reporting person earned 200% of 8,956 shares upon the achievement of pre-determined objectives over a three year period.
- (2) Each performance share represented a contingent right to receive issuer common stock. The reporting person earned 200% of 8,956 shares upon the achievement of pre-determined objectives over a three year period.
- (3) Each performance share represented a contingent right to receive issuer common stock. The reporting person earned 200% of 8,956 shares upon the achievement of pre-determined objectives over a three year period.
- (4) Each performance share represented a contingent right to receive issuer common stock. The reporting person earned 200% of 8,956 shares upon the achievement of pre-determined objectives over a three year period.
- (5) Each performance share represented a contingent right to receive issuer common stock. The reporting person earned 200% of 8,956 shares upon the achievement of pre-determined objectives over a three year period.
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(7) Each performance share represented a contingent right to receive issuer common stock. The reporting person earned 200% of 8,956 shares upon the achievement of pre-determined objectives over a three year period.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.