

Mize Mark  
Form 4  
March 23, 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 \*  
Mize Mark

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)  
03/21/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP - CFO, Treasurer

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) |                        |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|------------------------|---|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price   |                        |   |
| Common Stock                    | 03/21/2011                           |  | M                              |   | 15,000  | A  | \$ 10.23  | 152,007 <sup>(1)</sup> | D |
| Common Stock                    | 03/21/2011                           |  | M                              |   | 50,000  | A  | \$ 18.08  | 202,007                | D |
| Common Stock                    | 03/21/2011                           |  | M                              |   | 48,666  | A  | \$ 15.23  | 250,673                | D |
| Common Stock                    | 03/21/2011                           |  | S                              |   | 1,600   | D  | \$ 22.66  | 249,073                | D |
| Common Stock                    | 03/21/2011                           |  | S                              |   | 6,180   | D  | \$ 22.67  | 242,893                | D |

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|              |            |   |       |   |            |         |   |
|--------------|------------|---|-------|---|------------|---------|---|
| Common Stock | 03/21/2011 | S | 1,900 | D | \$ 22.6701 | 240,993 | D |
| Common Stock | 03/21/2011 | S | 1,100 | D | \$ 22.6765 | 239,893 | D |
| Common Stock | 03/21/2011 | S | 800   | D | \$ 22.6788 | 239,093 | D |
| Common Stock | 03/21/2011 | S | 4,500 | D | \$ 22.68   | 234,593 | D |
| Common Stock | 03/21/2011 | S | 1,000 | D | \$ 22.6801 | 233,593 | D |
| Common Stock | 03/21/2011 | S | 3,400 | D | \$ 22.6844 | 230,193 | D |
| Common Stock | 03/21/2011 | S | 6,932 | D | \$ 22.69   | 223,261 | D |
| Common Stock | 03/21/2011 | S | 3,518 | D | \$ 22.6901 | 219,743 | D |
| Common Stock | 03/21/2011 | S | 2,300 | D | \$ 22.6973 | 217,443 | D |
| Common Stock | 03/21/2011 | S | 2,600 | D | \$ 22.6984 | 214,843 | D |
| Common Stock | 03/21/2011 | S | 9,038 | D | \$ 22.7    | 205,805 | D |
| Common Stock | 03/21/2011 | S | 2,300 | D | \$ 22.7016 | 203,505 | D |
| Common Stock | 03/21/2011 | S | 582   | D | \$ 22.71   | 202,923 | D |
| Common Stock | 03/21/2011 | S | 2,300 | D | \$ 22.7101 | 200,623 | D |
| Common Stock | 03/21/2011 | S | 7,350 | D | \$ 22.72   | 193,273 | D |
| Common Stock | 03/21/2011 | S | 1,200 | D | \$ 22.7266 | 192,073 | D |
| Common Stock | 03/21/2011 | S | 640   | D | \$ 22.73   | 191,433 | D |
| Common Stock | 03/21/2011 | S | 2,500 | D | \$ 22.7352 | 188,933 | D |
| Common Stock | 03/21/2011 | S | 800   | D | \$ 22.75   | 188,133 | D |
| Common Stock | 03/21/2011 | S | 5,600 | D | \$ 22.76   | 182,533 | D |

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

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(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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Employee Stock Option (right to buy)       | \$ 10.23   | 03/21/2011                           |  | M                              | 15,000  | 08/11/2009 <sup>(2)</sup> 08/11/2016                     | Common Stock  |
| Employee Stock Option (right to buy)       | \$ 18.08   | 03/21/2011                           |  | M                              | 50,000  | 02/28/2011 <sup>(3)</sup> 02/28/2018                     | Common Stock  |
| Employee Stock Option (right to buy)       | \$ 15.23   | 03/21/2011                           |  | M                              | 48,666  | <sup>(4)</sup> 03/02/2019                                | Common Stock  |
| Stock Appreciation Right                   | \$ 11.64   | 03/21/2011                           |  | M                              | 30,000  | 03/02/2010 <sup>(5)</sup> 03/02/2017                     | Common Stock  |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                      |       |
|--|---------------|-----------|----------------------|-------|
|  | Director      | 10% Owner | Officer              | Other |
| Mize Mark<br>1000 LOUISIANA<br>SUITE 5600<br>HOUSTON, TX 77002 |               |           | EVP - CFO, Treasurer |       |

## Signatures

David S. Elkouri,  
Attorney-in-fact

03/23/2011

\*\*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).  
A review of the reporting person's brokerage account holdings resulted in the discovery that the reporting person's common stock holdings have been overstated by five shares. Accordingly, the reporting person's common stock holdings have been reduced by five shares.
- (1) The option vested in three equal annual installments beginning August 11, 2007.
- (2) The option vested in three equal annual installments beginning February 28, 2009.
- (3) The option vests in three equal annual installments beginning March 2, 2010.
- (4) The stock appreciation right vested in three equal annual installments beginning March 2, 2008.

### Remarks:

This report is one of three. The total number of shares sold by the reporting person on March 21, 2011 was 123,666. The total  
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