

PETROHAWK ENERGY CORP
Form 4
August 26, 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 *
BHP BILLITON LTD

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)
180 LONSDALE STREET, MELBOURNE

3. Date of Earliest Transaction (Month/Day/Year)
08/25/2011

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

(Street)
VICTORIA 3000, C3

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value 0.001 per share ⁽¹⁾ | 08/25/2011 | | P | | 43,738,426 ⁽³⁾ | A | \$ 38.75 |
| | | | | | 100 ⁽⁴⁾ | I | |

See Footnote ⁽²⁾

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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BHP BILLITON LTD 180 LONSDALE STREET MELBOURNE VICTORIA 3000, C3 | | X | | |
| BHP Billiton Petroleum International Pty. Ltd. BHP BILLITON CENTRE 180 LONSDALE STREET MELBOURNE VICTORIA 3000, C3 | | X | | |
| BHP Billiton Petroleum Holdings LLC 1360 POST OAK BOULEVARD SUITE 150 HOUSTON, TX 77056 | | X | | |
| BHP Billiton Petroleum Holdings (USA) Inc. 1360 POST OAK BOULEVARD SUITE 150 HOUSTON, TX 77056 | | X | | |
| BHP Billiton Petroleum (North America) Inc. 1360 POST OAK BOULEVARD SUITE 150 HOUSTON, TX 77056 | | X | | |
| North America Holdings II Inc. 1360 POST OAK BOULEVARD SUITE 150 HOUSTON, TX 77056 | | X | | |

Signatures

| | |
|--|------------|
| /s/ David Williamson, Head of Group Legal & Chief Compliance Officer, BHP Billiton Limited | 08/26/2011 |
| __Signature of Reporting Person | Date |
| /s/ David Powell, Director, BHP Billiton Petroleum International Pty. Ltd. | 08/26/2011 |
| __Signature of Reporting Person | Date |
| /s/ David Powell, Vice President, BHP Billiton Petroleum Holdings LLC | 08/26/2011 |
| __Signature of Reporting Person | Date |
| /s/ David Powell, Vice President, BHP Billiton Petroleum Holdings (USA) Inc. | 08/26/2011 |
| __Signature of Reporting Person | Date |
| /s/ David Powell, Vice President, BHP Billiton Petroleum (North America) Inc. | 08/26/2011 |
| __Signature of Reporting Person | Date |
| /s/ David Powell, Vice President, North America Holdings II Inc. | 08/26/2011 |
| __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 form is a joint filing by BHP Billiton Limited, BHP Billiton Petroleum International Pty. Ltd., a wholly owned subsidiary of BHP Billiton Limited ("PTY"), BHP Billiton Petroleum Holdings LLC, a wholly owned subsidiary of PTY ("LLC"), BHP Billiton Petroleum Holdings (USA) Inc., a subsidiary jointly owned by PTY and LLC ("USA"), BHP Billiton Petroleum (North America) Inc., a wholly owned subsidiary of USA ("Parent") and North America Holdings II Inc., a wholly owned subsidiary of Parent ("Merger Sub").

(2) Shares were held by Merger Sub. As Merger Sub is an indirect wholly owned subsidiary of each of BHP Billiton Limited, PTY, LLC and USA and a direct wholly owned subsidiary of Parent, each of BHP Billiton Limited, PTY, LLC, USA and Parent may be deemed to have acquired indirect beneficial ownership of the Shares.

(3) Reflects all of the outstanding shares of Petrohawk Energy Corporation ("Petrohawk") not acquired through the tender offer effected pursuant to the Agreement and Plan of Merger, dated as of July 14, 2011, entered into by and among BHP Billiton, Parent, Merger Sub and Petrohawk (the "Merger Agreement"), which may be deemed to have been acquired by BHP Billiton, PTY, LLC, USA and Parent pursuant to the consummation of the Merger (as defined below).

(4) On August 25, 2011, Merger Sub was merged with and into Petrohawk, with Petrohawk being the surviving corporation as a direct wholly owned subsidiary of Parent pursuant to a "short-form merger" under Delaware law (the "Merger"). At the effective time of the Merger, all of Petrohawk's previously outstanding stock held by the Reporting Persons were canceled. Prior to the Merger, Parent directly held, and therefore BHP Billiton Limited, PTY, LLC and USA may be deemed to have indirectly held, 100 shares of Purchaser, which represented all of the issued and outstanding capital stock of Purchaser. At the effective time of the Merger, each share of Purchaser was converted into a share of the surviving company's common stock.

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.