

Holcombe H Weldon  
 Form 4  
 February 19, 2009

**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 \*  
 Holcombe H Weldon

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)  
 02/17/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EVP - Mid Continent Region

HOUSTON, TX 77002  
 (City) (State) (Zip)

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

**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	02/17/2009		M	17,912 A	113,653	D	
Common Stock					4,397	I	Through 401(k)

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. Amount or Number of Shares
Performance Shares	(2)	02/17/2009		M	8,956 (3)	(4) (5)	Common Stock	(6)

## 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.
- (6) 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.