

Holcombe H Weldon
Form 4
August 24, 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 *
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)
08/20/2011

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

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	08/20/2011		U	V	91,661 \$ 38.75	D	
Common Stock	08/20/2011		D		73,634 \$ 38.75	D	
Common Stock	08/20/2011		U		4,397 \$ 38.75	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)

number.

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to buy)	\$ 20.57	08/20/2011		D	83,500	<u>(1)</u> 02/23/2021	Common Stock	83,500	
Stock Option (Right to buy)	\$ 21.18	08/20/2011		D	67,200	<u>(1)</u> 02/24/2020	Common Stock	67,200	
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	52,000	<u>(1)</u> 02/28/2018	Common Stock	52,000	
Stock Appreciation Right	\$ 11.64	08/20/2011		D	30,000	<u>(1)</u> 03/02/2017	Common Stock	30,000	
Stock Option (Right to buy)	\$ 10.23	08/20/2011		D	40,000	<u>(1)</u> 08/11/2016	Common Stock	40,000	
Stock Option (Right to buy)	\$ 10.22	08/20/2011		D	13,227	<u>(1)</u> 01/02/2016	Common Stock	13,227	
Stock Option (Right to buy)	\$ 7.59	08/20/2011		D	8,534	<u>(1)</u> 07/01/2015	Common Stock	8,534	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			EVP - Mid Continent Region	

Holcombe H Weldon
1000 LOUISIANA
SUITE 5600
HOUSTON, TX 77002

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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