

PRIMEENERGY CORP
Form 4
May 14, 2009

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 *
DRIMAL CHARLES E JR

(Last) (First) (Middle)

ONE LANDMARK SQUARE, 11TH FLOOR

(Street)

STANFORD, CT 06901

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PRIMEENERGY CORP [PNRG]

3. Date of Earliest Transaction (Month/Day/Year)
01/18/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) | | | |
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 01/18/2009 | | J | | 20,816 (1) | A (1) | (1) |
| | | | | | 506,606 | D | |
| | | | | | 20,816 (1) | I (1) | See Footnote (1) |

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Purchase Option | \$ 1 | | | | | (2) | Common Stock | 523,125 |
| Purchase Option | \$ 1.25 | | | | | (2) | Common Stock | 174,375 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| DRIMAL CHARLES E JR ONE LANDMARK SQUARE 11TH FLOOR STANFORD, CT 06901 | X | X | President | |

Signatures

/s/ Charles E.
Drimal, Jr. 05/14/2009

**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) No shares were bought or sold by Mr. Drimal. As a beneficiary of the Estate of Juanita Drimal, Deceased, Mr. Drimal may be deemed the beneficial owner of his proportionate interest in shares held by the Estate. He has no dispositive or voting rights with respect to such shares. At January 18, 2009, his proportionate interest in shares held by the Estate was 20,816. At various times, Mrs. Juanita Drimal has disposed of shares. No shares have been distributed to Mr. Drimal.

(2) All options are fully exercisable and are non-expiring during employment, but must be exercised within three months after termination of employment, or within one year if termination occurs by reason of death or disability.

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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