

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 (A) or (D) Price		
Common Stock	03/21/2011		S		3,400 D \$ 22.7601	D	
Common Stock	03/21/2011		S		1,100 D \$ 22.77	D	
Common Stock	03/21/2011		S		2,000 D \$ 22.7793	D	
Common Stock	03/21/2011		S		800 D \$ 22.78	D	
Common Stock	03/21/2011		S		2,100 D \$ 22.7872	D	

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Common Stock	03/21/2011	S	5,085	D	\$ 22.79	168,048	D
Common Stock	03/21/2011	S	500	D	\$ 22.8	167,548	D
Common Stock	03/21/2011	S	2,200	D	\$ 22.8096	165,348	D
Common Stock	03/21/2011	S	1,975	D	\$ 22.82	163,373	D
Common Stock	03/21/2011	S	100	D	\$ 22.8201	163,273	D
Common Stock	03/21/2011	S	900	D	\$ 22.8278	162,373	D
Common Stock	03/21/2011	S	5,700	D	\$ 22.83	156,673	D
Common Stock	03/21/2011	S	1,000	D	\$ 22.8301	155,673	D
Common Stock	03/21/2011	S	1,300	D	\$ 22.8308	154,373	D
Common Stock	03/21/2011	S	1,200	D	\$ 22.8382	153,173	D
Common Stock	03/21/2011	S	500	D	\$ 22.84	152,673	D
Common Stock	03/21/2011	S	600	D	\$ 22.8449	152,073	D
Common Stock	03/21/2011	S	1,700	D	\$ 22.8486	150,373	D
Common Stock	03/21/2011	S	1,400	D	\$ 22.85	148,973	D
Common Stock	03/21/2011	S	900	D	\$ 22.8501	148,073	D
Common Stock	03/21/2011	S	1,000	D	\$ 22.86	147,073	D
Common Stock	03/21/2011	S	2,300	D	\$ 22.87	144,773	D
Common Stock	03/21/2011	S	1,100	D	\$ 22.8742	143,673	D
Common Stock	03/21/2011	S	400	D	\$ 22.8743	143,273	D
Common Stock	03/21/2011	S	1,800	D	\$ 22.8838	141,473	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with columns: 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 Beneficially Owned (Instr. 6). Includes sub-columns for Date Exercisable and Expiration Date, and Title and Number of Shares.

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Entry: Mize Mark, 1000 LOUISIANA SUITE 5600 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).

Remarks:

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