

Elkouri David S
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 *
Elkouri David S

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)
04/01/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP-GENERAL COUNSEL, SECRETARY

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 Ownership: Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	04/01/2011		G	V 5,000	D \$ 0	246,346 ⁽¹⁾	D
Common Stock	07/13/2011		G	V 5,000	D \$ 0	241,346	D
Common Stock	07/13/2011		G	V 1,000	A \$ 0	2,000	I <u>By Trust</u> ⁽²⁾
Common Stock	08/15/2011		G	V 5,000	D \$ 0	236,346	D
Common Stock	08/20/2011		U	163,212	D \$ 38.75	0	D

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Common Stock	08/20/2011		D	73,134	D	\$ 38.75	0		D	
Common Stock	08/20/2011		U	2,000	D	\$ 38.75	0		I	By Trust (2)
Common Stock	08/20/2011		U	1,500	D	\$ 38.75	0		I	By Spousal IRA
Common Stock	08/20/2011		U	11,815	D	\$ 38.75	0		I	By IRA

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

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(9-02)

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
Stock Option (right to buy)	\$ 20.57	08/20/2011		D	82,000	(3) 02/23/2021	Common Stock	82,000
Stock Option (right to buy)	\$ 21.18	08/20/2011		D	67,200	(3) 02/24/2020	Common Stock	67,200
Stock Option (right to buy)	\$ 15.23	08/20/2011		D	73,000	(3) 03/02/2019	Common Stock	73,000
Stock Option (right to buy)	\$ 18.08	08/20/2011		D	36,000	(3) 02/28/2018	Common Stock	36,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Elkouri David S 1000 LOUISIANA SUITE 5600 HOUSTON, TX 77002			EVP-GENERAL COUNSEL, SECRETARY	

Signatures

David S. Elkouri 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) Includes 135 shares previously held indirectly through the reporting person's IRA and which are now owned directly.
These shares are held in trust for the benefit of the reporting person's daughter. The reporting person disclaims beneficial ownership of
- (2) these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for Section 16 or any other purpose.
- (3) 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. 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.