

PETROHAWK ENERGY CORP  
 Form 4  
 August 24, 2011

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
**WILSON FLOYD C**

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)  
 06/02/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman of Board and CEO

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	06/02/2011		G	V 24,700 D \$ 0	2,769,851	D	
Common Stock	06/02/2011		G	V 24,700 A \$ 0	24,700	I	By wife
Common Stock	07/07/2011		G	V 5,264 D \$ 0	0	I	By GRAT
Common Stock	07/07/2011		G	V 1,316 A \$ 0	24,966	I	See Note (1)
Common Stock	07/13/2011		G	V 135,000 D \$ 0	2,829,586 (2)	D	

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Common Stock	07/13/2011	G	V	135,000	D	\$ 0	2,694,586	D	
Common Stock	07/14/2011	G	V	45,000	D	\$ 0	2,649,586	D	
Common Stock	07/14/2011	G	V	45,000	D	\$ 0	2,604,586	D	
Common Stock	07/13/2011	G	V	45,000	A	\$ 0	69,966	I	See Note (1)
Common Stock	07/13/2011	G	V	135,000	A	\$ 0	159,700	I	By wife
Common Stock	07/14/2011	G	V	15,000	A	\$ 0	84,966	I	See Note (1)
Common Stock	07/14/2011	G	V	45,000	A	\$ 0	204,700	I	By wife
Common Stock	08/20/2011	U		2,604,586	D	\$ 38.75	0	D	
Common Stock	08/20/2011	U		84,966	D	\$ 38.75	0	I	See Note (1)
Common Stock	08/20/2011	U		204,700	D	\$ 38.75	0	I	By wife
Common Stock	08/20/2011	D		190,001	D	\$ 38.75	0	D	

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

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SEC 1474  
(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 Security (Instr. 3 and 4)	Amount of Underlying Security	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Security
Stock Option (right to buy)	\$ 20.57	08/20/2011		D	200,000	(3)	02/23/2021	Common Stock	200,000
Stock Option (right to buy)	\$ 21.18	08/20/2011		D	200,000	(3)	02/24/2020	Common Stock	200,000

Stock Option (right to buy)	\$ 15.23	08/20/2011	D	185,000	<u>(3)</u>	03/02/2019	Common Stock	185
Stock Option (right to buy)	\$ 18.08	08/20/2011	D	142,000	<u>(3)</u>	02/28/2018	Common Stock	142
Stock Appreciation Right	\$ 11.64	08/20/2011	D	150,000	<u>(3)</u>	03/02/2017	Common Stock	150
Stock Option (right to buy)	\$ 8.51	08/20/2011	D	175,000	<u>(3)</u>	01/26/2015	Common Stock	175
Stock Option (right to buy)	\$ 7.5	08/20/2011	D	150,000	<u>(3)</u>	07/12/2014	Common Stock	150

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILSON FLOYD C 1000 LOUISIANA SUITE 5600 HOUSTON, TX 77002	X		Chairman of Board and CEO	

## Signatures

Floyd C. Wilson                      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).

These shares are held in trusts for the benefit of the reporting person's children and grandchildren. The reporting person disclaims

- (1) beneficial ownership of 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.
- (2) Includes GRAT distribution of 194,735 shares.
- (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.

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