

Martin Lawrence D
Form 4
November 27, 2012

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Martin Lawrence D

2. Issuer Name **and** Ticker or Trading
Symbol
HALLADOR ENERGY CO
[HNRG]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
19854 N. STATE HIGHWAY !
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/01/2012

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
CFO, SUNRISE COAL, LLC

MARSHALL, IL 62441

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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, PAR VALUE \$.01	11/24/2012		M		12,500 (1)	\$ 8.3	42,500 D
COMMON STOCK, PAR VALUE \$.01	11/24/2012		F		3,825 (1)	\$ 8.3	38,675 D

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**

SEC 1474
(9-02)

required to respond unless the form
displays a currently valid OMB control
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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date Date	Title
Restricted Stock Unit	(2)	04/01/2012		A	10,000	04/01/2015 04/01/2015	Common Stock, par value \$.01
Restricted Stock Unit (1)	(1)	11/24/2012		M	12,500 (1)	11/24/2012 11/24/2012	Common Stock, par value \$.01

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Martin Lawrence D 19854 N. STATE HIGHWAY ! MARSHALL, IL 62441	CFO, SUNRISE COAL, LLC

Signatures

Victor P. Stabio, AIF for Lawrence
Martin 11/27/2012

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) These shares were issued due to the vesting of Restricted Stock Unites on November 24, 2012. Of the 12,500 shares that vested, 3,825 shares were withheld to pay federal and state taxes. The recipient received 8,675 shares after taxes. Since the shares vested on a weekend, the closing stock price of the preceeding day, November 23, 2012, was used per the terms of the 2008 Restricted Stock Unit Plan. The closing stock price on November 23, 2012 was \$8.30 per share.

(2) Each Restricted Stock Unit represents a contingent right to receive one share of Hallador Energy Company common stock. The restricted stock units vest three years from the date of the award, April 1, 2015. If employment terminates prior to vesting, the restricted stock unites shall be immediately cancelled and the reporting person shall cease to have any right or entitlement to receive any shares under those cancelled units.

Edgar Filing: Martin Lawrence D - Form 4

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.