Martin Lawrence D
Form 4
November 27, 2012

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 *
Martin Lawrence D

(Last) (First) (Middle)

19854 N. STATE HIGHWAY !

(Street)

MARSHALL, IL 62441

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
COMMON STOCK, PAR VALUE $.01	11/24/2012		M		12,500 (1)	A	$ 8.3	42,500	D	
COMMON STOCK, PAR VALUE $.01	11/24/2012		F		3,825 (1)	D	$ 8.3	38,675	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)

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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 Amo Underlying Secur (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nu of S
Restricted Stock Unit	(2)	04/01/2012		A		10,000		04/01/2015	04/01/2015	Common Stock, par value $.01	10
Restricted Stock Unit (1)	(1)	11/24/2012		M			12,500 (1)	11/24/2012	11/24/2012	Common Stock, par value $.01	12

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 respresents 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.

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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