

Elkouri David S
Form 4
March 23, 2009

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 *
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)
03/19/2009

____ Director ____ 10% Owner
__X__ 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)
__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)
Common Stock	03/19/2009		A	Amount <u>53,549</u> (1)	A \$ 3.3 206,972	D	
Common Stock	03/19/2009		D	8,671 <u>(2)</u>	D \$ 20.38 198,301	D	
Common Stock					1,000	I	By Trust (3)
Common Stock					1,500	I	By Spousal IRA
Common Stock					11,950	I	By IRA

Edgar Filing: Elkouri David S - Form 4

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.

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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Warrants (right to buy)	\$ 3.3	03/19/2009		M		53,549	<u>(4)</u>	05/25/2004	05/25/2009	Common Stock	53,549

Reporting Owners

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

Signatures

David S. Elkouri 03/23/2009
 **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) Acquisition of shares pursuant to a net exercise with prior approval of the company's board of directors.
- (2) Shares underlying warrants surrendered pursuant to a net exercise with prior approval of the company's board of directors.
- (3) These shares are held in trust for the benefit of the reporting person's daughter. The reporting person disclaims 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.

Edgar Filing: Elkouri David S - Form 4

- (4) Warrants surrendered pursuant to a net exercise with prior approval of the company's board of directors.

Remarks:

The transactions set forth herein represent the net exercise of warrants acquired by the reporting person in May of 2004. In acc

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.