

HALLADOR PETROLEUM CO  
 Form 3  
 September 25, 2009

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         |          | 2. Date of Event Requiring Statement |  | 3. Issuer Name <b>and</b> Ticker or Trading Symbol  |  |
| Â Yorktown VIII Associates LLC            |         |          | (Month/Day/Year)                     |  | HALLADOR PETROLEUM CO [HPCO]  |  |
| (Last)                                    | (First) | (Middle) | 09/15/2009                           |  |   |  |
| 410 PARK AVENUE,Â 19TH FLOOR              |         |          |                                      |  | 4. Relationship of Reporting Person(s) to Issuer  |  |
| (Street)                                  |         |          |                                      |  | 5. If Amendment, Date Original Filed(Month/Day/Year)  |  |
| NEW YORK,Â NYÂ 10022                      |         |          |                                      |  | (Check all applicable)  |  |
| (City)                                    | (State) | (Zip)    |                                      |  | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below) |  |
|   |         |          |                                      |  | 6. Individual or Joint/Group Filing(Check Applicable Line)  |  |
|   |         |          |                                      |  | <input type="checkbox"/> Form filed by One Reporting Person   |  |
|   |         |          |                                      |  | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4)      | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|--|---|--|
| Common Stock, par value \$.01 per share | 2,950,000 <u>(1)</u>                                     | I   | See Footnote <u>(2)</u>                                  |

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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|                     |                    |       |                                  |          |  |
|---------------------|--------------------|-------|----------------------------------|----------|--|
| Date<br>Exercisable | Expiration<br>Date | Title | Amount or<br>Number of<br>Shares | Security | Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) |
|---------------------|--------------------|-------|----------------------------------|----------|--|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Yorktown VIII Associates LLC<br>410 PARK AVENUE<br>19TH FLOOR<br>NEW YORK, NY 10022        | ^             | ^ X       | ^       | ^     |
| Yorktown VIII Co LP<br>410 PARK AVENUE<br>19TH FLOOR<br>NEW YORK, NY 10022                 | ^             | ^ X       | ^       | ^     |
| Yorktown Energy Partners VIII, L.P.<br>410 PARK AVENUE<br>19TH FLOOR<br>NEW YORK, NY 10022 | ^             | ^ X       | ^       | ^     |

## Signatures

/s/ Bryan H. Lawrence,  
Member 09/25/2009

\_\_Signature of Reporting Person Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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).

The reporting entities disclaim beneficial ownership of these securities except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that the reporting entities are the beneficial owners of these securities for Section 16 or any other purpose.

(2) These securities are owned directly by Yorktown Energy Partners VIII, L.P., of which Yorktown VIII Company LP is the general partner, of which Yorktown VIII Associates LLC is the general partner. Yorktown VIII Company LP and Yorktown VIII Associates LLC are indirect beneficial owners of the reported securities.

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### Remarks:

Exhibit List

Exhibit 99 - Joint Filer Information

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.