

PETROHAWK ENERGY CORP

Form 4

July 19, 2005

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HELM LARRY L

2. Issuer Name **and** Ticker or Trading
Symbol
PETROHAWK ENERGY CORP
[HAWK]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

1100 LOUISIANA SUITE 4400

(Street)

HOUSTON, TX 77002

(City)

(State)

(Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
07/15/2005

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

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
VP, Chief Adm Officer

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	07/15/2005		J ⁽¹⁾		23,462	A	\$ 0 142,840
Common Stock	07/15/2005		J ⁽²⁾		114,378	A	\$ 0 142,840

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

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SEC 1474
(9-02)

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
Warrants (right to buy)	\$ 3.3	07/15/2005		J ⁽³⁾		5,947		05/25/2004	05/25/2009	Common Stock	5,947
Warrants (right to buy)	\$ 3.3	07/15/2005		J ⁽⁴⁾		59,623		05/25/2004	05/25/2009	Common Stock	59,623

Reporting Owner Name / Address

Director 10% Owner Officer Other

HELM LARRY L
1100 LOUISIANA SUITE 4400
HOUSTON, TX 77002

VP, Chief Adm Officer

Signatures

David S. Elkouri, Attorney
in Fact

07/18/2005

 **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) Represents 23,462 shares of common stock distributed to the reporting person as part of a pro rata distribution by PHAWK, LLC to its members.
- (2) Represents 114,378 shares of common stock distributed to the reporting person as part of a pro rata distribution by FCW, LLC to its members, which distributed shares FCW, LLC received from PHAWK, LLC as part of a pro rata distribution of the Issuer's securities to its members.
- (3) Represents warrants to purchase 5,947 shares of common stock distributed to the reporting person as part of a pro rata distribution by PHAWK, LLC to its members.
- (4) Represents warrants to purchase 59,623 shares of common stock distributed to the reporting person as part of a pro rata distribution by FCW, LLC to its members, which distributed warrants FCW, LLC received from PHAWK, LLC as part of a pro rata distribution of the Issuer's securities to its members.

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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